MARCUS CORP Form 4 July 25, 2006

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

Estimated average

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

Form 5

1. Name and Address of Reporting Person * KISSINGER THOMAS F

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(City)

(First) (Middle)

(Zip)

MARCUS CORP [MCS] 3. Date of Earliest Transaction

(Month/Day/Year)

08/31/2005

Director 10% Owner X_ Officer (give title Other (specify

(Check all applicable)

C/O THE MARCUS CORPORATION, 100 EAST WISCONSIN AVENUE, SUITE 1900

below) VP, General Counsel and Secy

(Street)

(State)

4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Indirect

Beneficial

Ownership (Instr. 4)

MILWAUKEE, WI 532024125

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

3. 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of TransactionAcquired (A) or Security (Month/Day/Year) Execution Date, if Securities Form: Direct (Instr. 3) Code Disposed of (D) Beneficially (D) or (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Following (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common

1,850 08/31/2005 \$0 D Α 25,875 (1) Stock

Common By 401(k) 2.852 (2) Stock Plan Common

361 (3) I By Plan (4) Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 and 4)	Own
	Security				Acquired					Follo
					(A) or					Repo
					Disposed					Trans
				of (D)						(Instr
					(Instr. 3,					
					4, and 5)					
								Amoun	f	
				Code V		Date Expir			ı	
							Expiration		r	
						Exercisable	ercisable Date			
					(A) (D)					
				Code V	of (D) (Instr. 3,		•	Amoun or Title Numbe of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KISSINGER THOMAS F C/O THE MARCUS CORPORATION 100 EAST WISCONSIN AVENUE, SUITE 1900 MILWAUKEE, WI 532024125

VP, General Counsel and Secy

Signatures

By: Tracy L. Haas, Attorney-In-Fact 07/25/2006

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Restricted stock granted August 31, 2005 vests and becomes exercisable as follows: 25% after 3rd anniversary of the date of grant; 50% after 5th anniversary; 75% after 10th anniversary and 100% upon retirement.
- (2) Balance reflects the most current data available with regard to the reporting person's holdings in the 401(k) Plan.
- (3) Balance reflects the reporting person's holdings in The Marcus Corporation Dividend Reinvestment and Associate Stock Purchase Plan as of May 25, 2006.
- (4) By Dividend Reinvestment and Associate Stock Purchase Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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