MARCUS CORP Form 4 August 01, 2006

## FORM 4

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

Check this box if no longer subject to Section 16.

Form 4 or

Form 5

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

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* OTTO WILLIAM J

(First)

2. Issuer Name and Ticker or Trading Symbol

MARCUS CORP [MCS]

3. Date of Earliest Transaction

(Month/Day/Year) 07/31/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

**OMB APPROVAL** 

10% Owner

Other (specify

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

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

1900

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

6. Individual or Joint/Group Filing(Check

Pres. & COO/Marcus Hotels, Inc

Applicable Line)

Director

X\_ Officer (give title

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

below)

MILWAUKEE, WI 532024125

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Middle)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

4. Securities

Securities Beneficially Owned Following Reported

5. Amount of

6. Ownership 7. Nature of Indirect Form: Direct (D) or Indirect (I) (Instr. 4)

Beneficial Ownership (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Common 17,978 Stock

Common Stock

(Month/Day/Year)

2,280 (1)

D

By 401(k) Plan

**SEC 1474** 

(9-02)

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

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# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) (granted 7/31/06)	\$ 19.74	07/31/2006		A	15,000	<u>(2)</u>	07/31/2016	Common Stock	15,000
Stock Option (right to buy) (granted 10/6/05)	\$ 14.0694					<u>(2)</u>	10/06/2015	Common Stock	14,258
Stock Option (right to buy) (granted 6/25/98)	\$ 11.8794					<u>(2)</u>	06/25/2008	Common Stock	6,416
Stock Option (right to buy) (granted 6/26/97)	\$ 11.5725					(2)	06/26/2007	Common Stock	6,416
Stock Option (right to buy) (granted 7/11/02)	\$ 10.9062					(2)	07/11/2012	Common Stock	28,516
Stock Option (right to buy) (granted	\$ 9.8542					(2)	07/12/2011	Common Stock	4,277

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7/12/01)

Stock Option

(right to buy) \$ 12.7298 (2) 08/18/2014 Common Stock 14,258

(granted 8/18/04)

Stock Option

(right to buy) \$ 10.2469 (2) 09/08/2013 Common Stock 14,258

buy) (granted 9/8/03)

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

OTTO WILLIAM J C/O THE MARCUS CORPORATION 100 EAST WISCONSIN AVENUE, SUITE 1900 MILWAUKEE, WI 532024125

Pres. & COO/Marcus Hotels, Inc

## **Signatures**

By: Tracy L. Haas, Attorney-In-Fact 08/01/2006

\*\*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) Balance reflects the most current data available with regard to the reporting person's holdings in the 401(k) Plan.
- (2) The options originally granted vest and become exercisable as follows: 40% after 2nd anniversary of the date of grant; 60% after 3rd anniversary; 80% after 4th anniversary; and 100% after 5 years.

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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