

MARCUS CORP  
Form 4  
May 24, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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)

1. Name and Address of Reporting Person \*  
MARCUS STEPHEN H

(Last) (First) (Middle)

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

(Street)

MILWAUKEE, WI 532024125

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MARCUS CORP [MCS]

3. Date of Earliest Transaction (Month/Day/Year)  
03/01/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President, Chairman and CEO

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	03/01/2006		C		\$ 0	106,396	I	By wife and self as trustees
Common Stock	05/22/2006		S		\$ 17.99	208,978	I	As trustee
Common Stock	05/22/2006		S		\$ 18.12	78,096	I	By wife and self as trustees
Common Stock	05/22/2006		S		\$	77,896	I	By wife

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Stock					18.13			and self as trustees
Common Stock	05/22/2006	S	500	D	\$ 18.14	77,396	I	By wife and self as trustees
Common Stock	05/22/2006	S	800	D	\$ 18.15	76,596	I	By wife and self as trustees
Common Stock	05/22/2006	S	200	D	\$ 18.17	76,396	I	By wife and self as trustees
Common Stock						700	I	As co-trustee <sup>(1)</sup>
Common Stock						21,895	I	By Marcus Family Holdings LLC
Common Stock						6,003	I	Trustee for Ida Lowe Family Trust
Common Stock	05/22/2006	S	4,600	D	\$ 18	204,378	I	As trustee
Common Stock	05/22/2006	S	200	D	\$ 18.01	204,178	I	As trustee
Common Stock	05/22/2006	S	600	D	\$ 18.02	203,578	I	As trustee
Common Stock	05/22/2006	S	300	D	\$ 18.03	203,278	I	As trustee
Common Stock	05/22/2006	S	1,500	D	\$ 18.04	201,778	I	As trustee
Common Stock	05/22/2006	S	1,600	D	\$ 18.05	200,178	I	As trustee
Common Stock	05/22/2006	S	1,400	D	\$ 18.06	198,778	I	As trustee
Common Stock	05/22/2006	S	1,000	D	\$ 17.99	105,396	I	By wife and self as trustees
Common Stock	05/22/2006	S	4,600	D	\$ 18	100,796	I	By wife and self as trustees
	05/22/2006	S	200	D		100,596	I	

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Common Stock					\$ 18.01			By wife and self as trustees
Common Stock	05/22/2006	S	500	D	\$ 18.02	100,096	I	By wife and self as trustees
Common Stock	05/22/2006	S	400	D	\$ 18.03	99,696	I	By wife and self as trustees
Common Stock	05/22/2006	S	1,500	D	\$ 18.04	98,196	I	By wife and self as trustees
Common Stock	05/22/2006	S	1,300	D	\$ 18.05	96,896	I	By wife and self as trustees
Common Stock	05/22/2006	S	1,300	D	\$ 18.06	95,596	I	By wife and self as trustees
Common Stock	05/22/2006	S	1,900	D	\$ 18.07	93,696	I	By wife and self as trustees
Common Stock	05/22/2006	S	5,000	D	\$ 18.08	88,696	I	By wife and self as trustees
Common Stock	05/22/2006	S	1,500	D	\$ 18.09	87,196	I	By wife and self as trustees
Common Stock	05/22/2006	S	5,000	D	\$ 18.1	82,196	I	By wife and self as trustees
Common Stock	05/22/2006	S	700	D	\$ 18.11	81,496	I	By wife and self as trustees

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(2)	03/01/2006	C	106,396					(3)	(4)	Common Stock	106,396
Class B Common Stock	\$ 0 (2)								(3)	(4)	Common Stock	8,693
Class B Common Stock	\$ 0 (2)								(3)	(4)	Common Stock	12,783
Class B Common Stock	\$ 0 (2)								(3)	(4)	Common Stock	665,060
Class B Common Stock	\$ 0 (2)								(3)	(4)	Common Stock	2,689,812
Class B Common Stock	\$ 0 (2)								(3)	(4)	Common Stock	50,845
Class B Common Stock	\$ 0 (2)								(3)	(4)	Common Stock	652,179
Class B Common Stock	\$ 0 (2)								(3)	(4)	Common Stock	625,920

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARCUS STEPHEN H C/O THE MARCUS CORPORATION 100 EAST WISCONSIN AVENUE, SUITE 1900 MILWAUKEE, WI 532024125	X	X	President, Chairman and CEO	

## Signatures

By: Tracy L. Haas,  
Attorney-In-Fact

05/24/2006

\_\_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) As co-trustee with sister of the shares held by the Ben Marcus Life Trust.
- (2) This security is convertible into common stock on a 1-for-1 basis at no cost.
- (3) This security is immediately exercisable.
- (4) No expiration date.
- (5) As co-trustee with sister of the shares held by the Ben Marcus and Celia Marcus 1992 Revocable Trust.
- (6) By the Ben and Celia Marcus 1992 Revocable Trust F/B/O Stephen H. Marcus.

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