

Marcus Gregory S  
Form 4  
June 22, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 Gregory S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior Vice President

(Last) (First) (Middle)  
C/O THE MARCUS CORPORATION, 100 EAST WISCONSIN AVENUE, SUITE 1900

3. Date of Earliest Transaction (Month/Day/Year)  
06/20/2006

(Street)  
MILWAUKEE, WI 532024125

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

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

(City) (State) (Zip)

**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 (A) 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   |  |   |
| Common Stock                    | 06/20/2006                           |  | M                              | A   | \$ 11.7479  | 15,945   | D   |
| Common Stock                    | 06/20/2006                           |  | F                              | D   | \$ 17.96  | 14,545   | D   |
| Common Stock                    |                                      |  |                                |   |   | 75   | I<br>As custodian (1)                                 |
| Common Stock                    |                                      |  |                                |   |   | 3,282  | I<br>By 401(k) Plan (2)                               |

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

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(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 (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. Transaction Code (Instr. 8) | 5. Number of Derivative 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 6/26/96) | \$ 11.7479   | 06/20/2006                           |  | M                              | 2,139   | (3) 06/26/2006   | Common Stock 2,139  |
| Class B Common Stock                          | \$ 0 (4)   |                                      |  |                                |   | (5) (6)  | Common Stock 31,800   |
| Class B Common Stock                          | \$ 0 (4)   |                                      |  |                                |   | (5) (6)  | Common Stock 10,667   |
| Class B Common Stock                          | \$ 0 (4)   |                                      |  |                                |   | (5) (6)  | Common Stock 196,491  |
| Stock Option (right to buy) (granted 6/26/97) | \$ 11.5725   |                                      |  |                                |   | (3) 06/26/2007   | Common Stock 2,139  |
| Stock Option (right to buy) (granted 6/25/98) | \$ 11.8794   |                                      |  |                                |   | (3) 06/25/2008   | Common Stock 2,139  |
|   | \$ 8.6356  |                                      |  |                                |   | (3) 06/30/2009   | 4,990   |

| Stock Option (right to buy) (granted)         | Exercise Price | Expiration Date | Common Stock | Quantity |
|---|----------------|-----------------|--------------|----------|
| Stock Option (right to buy) (granted 6/30/99) |                |                 | Common Stock |          |
| Stock Option (right to buy) (granted 6/28/00) | \$ 8.0219      | (3) 06/28/2010  | Common Stock | 21,387   |
| Stock Option (right to buy) (granted 7/11/02) | \$ 10.9062     | (3) 07/11/2012  | Common Stock | 35,645   |
| Stock Option (right to buy) (granted 9/8/03)  | \$ 10.2469     | (3) 09/08/2013  | Common Stock | 10,693   |
| Stock Option (right to buy) (granted 8/18/04) | \$ 12.7298     | (3) 08/18/2014  | Common Stock | 10,694   |
| Stock Option (right to buy) (granted 10/6/05) | \$ 14.0694     | (3) 10/06/2015  | Common Stock | 14,258   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| Marcus Gregory S<br>C/O THE MARCUS CORPORATION<br>100 EAST WISCONSIN AVENUE, SUITE 1900<br>MILWAUKEE, WI 532024125 |               |           | Senior Vice President |       |

## Signatures

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

06/22/2006

\_\_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 sole custodian of these shares held by the Alexandra Marcus U/WI/UTMA.
- (2) Balance reflects the most current data available with regard to the reporting person's holdings in the 401(k) Plan.
- (3) 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.
- (4) This security is convertible into common stock on a 1-for-1 basis at no cost.
- (5) This security is immediately exercisable.
- (6) No expiration date.
- (7) As sole custodian of 13,900 Class B shares held by the Alexandra Marcus U/WI/UTMA, 13,900 Class B shares held by the Michael Marcus U/WI/UTMA, and 4,000 Class B shares held by the Samantha Marcus U/WI/UTMA.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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