

MARCUS CORP  
Form 4  
May 31, 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

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**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)  
05/30/2006

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 (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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/30/2006		S	200	D \$ 17.24	82,478	I As trustee
Common Stock	05/30/2006		S	500	D \$ 17.25	81,978	I As trustee
Common Stock	05/30/2006		S	100	D \$ 17.26	81,878	I As trustee
Common Stock	05/30/2006		S	500	D \$ 17.27	81,378	I As trustee
	05/30/2006		S	500	D	80,878	I As trustee

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Common Stock					\$ 17.28			
Common Stock	05/30/2006	S	1,000	D	\$ 17.29	79,878	I	As trustee
Common Stock	05/30/2006	S	100	D	\$ 17.3	79,778	I	As trustee
Common Stock	05/30/2006	S	1,800	D	\$ 17.31	77,978	I	As trustee
Common Stock	05/30/2006	S	2,800	D	\$ 17.32	75,178	I	As trustee
Common Stock	05/30/2006	S	200	D	\$ 17.33	74,978	I	As trustee
Common Stock	05/30/2006	S	2,200	D	\$ 17.34	72,778	I	As trustee
Common Stock	05/30/2006	S	5,300	D	\$ 17.35	67,478	I	As trustee
Common Stock	05/30/2006	S	3,100	D	\$ 17.36	64,378	I	As trustee
Common Stock	05/30/2006	S	1,000	D	\$ 17.37	63,378	I	As trustee
Common Stock	05/30/2006	S	4,300	D	\$ 17.38	59,078	I	As trustee
Common Stock	05/30/2006	S	1,500	D	\$ 17.39	57,578	I	As trustee
Common Stock	05/30/2006	S	2,700	D	\$ 17.4	54,878	I	As trustee
Common Stock	05/30/2006	S	1,000	D	\$ 17.41	53,878	I	As trustee
Common Stock	05/30/2006	S	2,100	D	\$ 17.42	51,778	I	As trustee
Common Stock	05/30/2006	S	1,500	D	\$ 17.43	50,278	I	As trustee
Common Stock	05/30/2006	S	1,300	D	\$ 17.44	48,978	I	As trustee
Common Stock	05/30/2006	S	1,400	D	\$ 17.45	47,578	I	As trustee
Common Stock						700	I	As co-trustee <u>(1)</u>
Common Stock						21,895	I	By Marcus Family

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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Common Stock					27	I	Holdings LLC By wife and self as trustees	
Common Stock					6,003	I	Trustee for Ida Lowe Family Trust	

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

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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 (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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0 <sup>(2)</sup>					<sup>(3)</sup>	<sup>(4)</sup>	Common Stock	625,920
Class B Common Stock	\$ 0 <sup>(2)</sup>					<sup>(3)</sup>	<sup>(4)</sup>	Common Stock	8,693
Class B Common Stock	\$ 0 <sup>(2)</sup>					<sup>(3)</sup>	<sup>(4)</sup>	Common Stock	12,783
Class B Common Stock	\$ 0 <sup>(2)</sup>					<sup>(3)</sup>	<sup>(4)</sup>	Common Stock	665,060
Class B Common Stock	\$ 0 <sup>(2)</sup>					<sup>(3)</sup>	<sup>(4)</sup>	Common Stock	2,689,812

