

MARCUS CORP
Form 4
August 17, 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

(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)
08/15/2006

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)
Senior Vice President

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)		
			Code	V	Amount or Price				
Common Stock	08/15/2006		A		7,500 (1)	A	\$ 0 25,195	D	
Common Stock							75	I	As custodian (2)
Common Stock							3,304	I	(3) By 401(k) Plan

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)	8. Pr Deri Secu (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0 ⁽⁴⁾					<u>(5)</u>	<u>(6)</u>	Common Stock	31,800
Class B Common Stock	\$ 0 ⁽⁴⁾					<u>(5)</u>	<u>(6)</u>	Common Stock	10,667
Class B Common Stock	\$ 0 ⁽⁴⁾					<u>(5)</u>	<u>(6)</u>	Common Stock	196,491
Stock Option (right to buy) (granted 6/26/97)	\$ 11.5725					<u>(8)</u>	06/26/2007	Common Stock	2,139
Stock Option (right to buy) (granted 6/25/98)	\$ 11.8794					<u>(8)</u>	06/25/2008	Common Stock	2,139
Stock Option (right to buy) (granted 6/30/99)	\$ 8.6356					<u>(8)</u>	06/30/2009	Common Stock	4,990

Stock Option (right to buy) (granted 6/28/00)	\$ 8.0219	(8)	06/28/2010	Common Stock	21,387
Stock Option (right to buy) (granted 7/11/02)	\$ 10.9062	(8)	07/11/2012	Common Stock	35,645
Stock Option (right to buy) (granted 9/8/03)	\$ 10.2469	(8)	09/08/2013	Common Stock	10,693
Stock Option (right to buy) (granted 8/18/04)	\$ 12.7298	(8)	08/18/2014	Common Stock	10,694
Stock Option (right to buy) (granted 10/6/05)	\$ 14.0694	(8)	10/06/2015	Common Stock	14,258
Stock Option (right to buy) (granted 7/31/06)	\$ 19.74	(8)	07/31/2016	Common Stock	15,000

Reporting Owners

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

Signatures

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

08/17/2006

__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 15, 2006 vests and becomes exercisable as follows: 50% after 3rd anniversary of the date of grant and 100% after 5th anniversary of the date of grant or upon death, disability or retirement.
- (2) As sole custodian of these shares held by the Alexandra Marcus U/WI/UTMA.
- (3) Balance reflects the most current data available with regard to the reporting person's holdings in the 401(k) Plan.
- (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.
- (8) 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.

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