MARCUS CORP Form 4 February 28, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box

Form 5 obligations may continue. See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person * MCKEITHAN DANIEL F JR

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First) (Middle) MARCUS CORP [MCS] 3. Date of Earliest Transaction

(Month/Day/Year)

02/24/2006

X_ Director 10% Owner Other (specify Officer (give title

(Check all applicable)

C/O TAMARACK PETROLEUM, 777 EAST WISCONSIN AVENUE, SUITE 1920

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

MILWAUKEE, WI 532025367

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(Month/Day/Year) Execution Date, if

2. Transaction Date 2A. Deemed

(Month/Day/Year)

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

5. Amount of Securities Beneficially Owned Following Reported

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

Indirect Beneficial Ownership (Instr. 4)

(9-02)

(A)

Transaction(s) (Instr. 3 and 4)

Common Stock

Code V Amount (D) Price

D 8,369

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

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

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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. Transactio 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) (1)	\$ 17.1667	02/24/2006		D(2)		750	05/30/1996	05/30/2006	Common Stock	750
Stock Option (Right to Buy) (1)	\$ 12.0401	02/24/2006		A(2)	1,069		05/30/1996	05/30/2006	Common Stock	1,069
Stock Option (Right to Buy) (1)	\$ 16.3334	02/24/2006		D(2)		750	05/29/1997	05/29/2007	Common Stock	750
Stock Option (Right to Buy) (1)	\$ 11.4557	02/24/2006		A(2)	1,069		05/29/1997	05/29/2007	Common Stock	1,069
Stock Option (Right to Buy) (1)	\$ 18.125	02/24/2006		D(2)		500	05/28/1998	05/28/2008	Common Stock	500
Stock Option (Right to Buy) (1)	\$ 12.7122	02/24/2006		A(2)	713		05/28/1998	05/28/2008	Common Stock	713
Stock Option (Right to Buy) (1)	\$ 12.75	02/24/2006		D(2)		500	05/27/1999	05/27/2009	Common Stock	500
Stock Option (Right to Buy) (1)	\$ 8.9424	02/24/2006		A(2)	713		05/27/1999	05/27/2009	Common Stock	713
Stock Option (Right to	\$ 11	02/24/2006		D(2)		500	05/25/2000	05/25/2010	Common Stock	500

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Buy) (1)									
Stock Option (Right to Buy) (1)	\$ 7.715	02/24/2006	A(2)	713		05/25/2000	05/25/2010	Common Stock	713
Stock Option (Right to Buy) (1)	\$ 14.3	02/24/2006	D(2)		500	05/31/2001	05/31/2011	Common Stock	500
Stock Option (Right to Buy) (1)	\$ 10.0295	02/24/2006	A(2)	713		05/31/2001	05/31/2011	Common Stock	713
Stock Option (Right to Buy) (1)	\$ 13.14	02/24/2006	D(2)		500	05/30/2002	05/30/2012	Common Stock	500
Stock Option (Right to Buy) (1)	\$ 9.2159	02/24/2006	A(2)	713		05/30/2002	05/30/2012	Common Stock	713
Stock Option (Right to Buy) (1)	\$ 13.58	02/24/2006	D(2)		500	05/29/2003	05/29/2013	Common Stock	500
Stock Option (Right to Buy) (1)	\$ 9.5245	02/24/2006	A(2)	713		05/29/2003	05/29/2013	Common Stock	713
Stock Option (Right to Buy) (1)	\$ 16.07	02/24/2006	D(2)		500	05/27/2004	05/27/2014	Common Stock	500
Stock Option (Right to Buy) (1)	\$ 11.2709	02/24/2006	A(2)	713		05/27/2004	05/27/2014	Common Stock	713
Stock Option (Right to Buy) (3)	\$ 22.38	02/24/2006	D(2)		500	05/26/2005	05/26/2015	Common Stock	500
Stock Option (Right to Buy) (3)	\$ 15.6966	02/24/2006	A(2)	713		05/26/2005	05/26/2015	Common Stock	713

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Officer Other

MCKEITHAN DANIEL F JR C/O TAMARACK PETROLEUM 777 EAST WISCONSIN AVENUE, SUITE 1920 MILWAUKEE, WI 532025367



Signatures

By: Steven R. Barth, Attorney-In-Fact

02/28/2006

**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) Granted pursuant to The Marcus Corporation 1994 Nonemployee Director Stock Option Plan.
- Involves an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement
- (2) option. In connection with a special cash distribution paid to shareholders, the number of shares purchasable pursuant to the option and the exercise price payable upon exercise of the option were adjusted to reflect the effects of the cash distribution.
- (3) Granted pursuant to The Marcus Corporation 2004 Equity Incentive Plan.

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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