

MARCUS CORP  
Form 4  
May 31, 2006

**FORM 4**

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

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

## OMB APPROVAL

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(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)

**05/26/2006**

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 05/26/2006                              |                                                             | S                                       | 900 D                                                                   | \$<br>17.84                                                                                                        | 82,778                                                               | I As trustee                                                      |
| Common<br>Stock                       | 05/26/2006                              |                                                             | S                                       | 100 D                                                                   | \$<br>17.85                                                                                                        | 82,678                                                               | I As trustee                                                      |
| Common<br>Stock                       | 05/26/2006                              |                                                             | S                                       | 100 D                                                                   | \$<br>17.51                                                                                                        | 7,996                                                                | I By wife<br>and self as<br>trustees                              |
| Common<br>Stock                       | 05/26/2006                              |                                                             | S                                       | 5,500 D                                                                 | \$<br>17.55                                                                                                        | 2,496                                                                | I By wife<br>and self as                                          |

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|              |            |   |     |   |          |        |   |                                   |
|--------------|------------|---|-----|---|----------|--------|---|-----------------------------------|
|              |            |   |     |   |          |        |   | trustees                          |
| Common Stock | 05/26/2006 | S | 69  | D | \$ 17.56 | 2,427  | I | By wife and self as trustees      |
| Common Stock | 05/26/2006 | S | 400 | D | \$ 17.57 | 2,027  | I | By wife and self as trustees      |
| Common Stock | 05/26/2006 | S | 400 | D | \$ 17.58 | 1,627  | I | By wife and self as trustees      |
| Common Stock | 05/26/2006 | S | 200 | D | \$ 17.59 | 1,427  | I | By wife and self as trustees      |
| Common Stock | 05/26/2006 | S | 100 | D | \$ 17.6  | 1,327  | I | By wife and self as trustees      |
| Common Stock | 05/26/2006 | S | 500 | D | \$ 17.65 | 827    | I | By wife and self as trustees      |
| Common Stock | 05/26/2006 | S | 700 | D | \$ 17.69 | 127    | I | By wife and self as trustees      |
| Common Stock | 05/26/2006 | S | 100 | D | \$ 17.7  | 27     | 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 |

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)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pri<br>Deriv<br>Secur<br>(Instr. |                    |                 |                                  |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------|--------------------|-----------------|----------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                                     | (A)                                                            | (D)                                                                 | Date<br>Exercisable                 | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |
| Class B<br>Common<br>Stock                          | \$ 0 <sup>(2)</sup>                                                   |                                         |                                                             |                                         |                                                                                                                       | (3)                                                            | (4)                                                                 |                                     |                    | Common<br>Stock | 625,920                          |
| Class B<br>Common<br>Stock                          | \$ 0 <sup>(2)</sup>                                                   |                                         |                                                             |                                         |                                                                                                                       | (3)                                                            | (4)                                                                 |                                     |                    | Common<br>Stock | 8,693                            |
| Class B<br>Common<br>Stock                          | \$ 0 <sup>(2)</sup>                                                   |                                         |                                                             |                                         |                                                                                                                       | (3)                                                            | (4)                                                                 |                                     |                    | Common<br>Stock | 12,783                           |
| Class B<br>Common<br>Stock                          | \$ 0 <sup>(2)</sup>                                                   |                                         |                                                             |                                         |                                                                                                                       | (3)                                                            | (4)                                                                 |                                     |                    | Common<br>Stock | 665,060                          |
| Class B<br>Common<br>Stock                          | \$ 0 <sup>(2)</sup>                                                   |                                         |                                                             |                                         |                                                                                                                       | (3)                                                            | (4)                                                                 |                                     |                    | Common<br>Stock | 2,689,812                        |
| Class B<br>Common<br>Stock                          | \$ 0 <sup>(2)</sup>                                                   |                                         |                                                             |                                         |                                                                                                                       | (3)                                                            | (4)                                                                 |                                     |                    | Common<br>Stock | 50,845                           |
| Class B<br>Common<br>Stock                          | \$ 0 <sup>(2)</sup>                                                   |                                         |                                                             |                                         |                                                                                                                       | (3)                                                            | (4)                                                                 |                                     |                    | Common<br>Stock | 1,225                            |
| Class B<br>Common<br>Stock                          | \$ 0 <sup>(2)</sup>                                                   |                                         |                                                             |                                         |                                                                                                                       | (3)                                                            | (4)                                                                 |                                     |                    | Common<br>Stock | 652,179                          |

## Reporting Owners

| Reporting Owner Name / Address                 | Relationships |           |                             |       |
|------------------------------------------------|---------------|-----------|-----------------------------|-------|
|                                                | Director      | 10% Owner | Officer                     | Other |
| MARCUS STEPHEN H<br>C/O THE MARCUS CORPORATION | X             | X         | President, Chairman and CEO |       |

100 EAST WISCONSIN AVENUE, SUITE 1900  
MILWAUKEE, WI 532024125

## Signatures

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

05/31/2006

\_\_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.

### Remarks:

This is the second of two Form 4s reporting transactions on May 26, 2006.

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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