

MARCUS CORP

Form 4

February 28, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KISSINGER THOMAS F

(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)

02/24/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

VP, General Counsel and Secy

6. Individual or Joint/Group Filing(Check
Applicable Line)

X 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	24,025	D	
Common Stock				(A) or (D)	1,874 ⁽¹⁾	I	By 401(k) Plan
Common Stock				(A) or (D)	358 ⁽²⁾	I	By Plan ⁽³⁾

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**

SEC 1474
(9-02)

required to respond unless the form
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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 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 6/30/99)	\$ 12.3125	02/24/2006		D ⁽⁴⁾			5,000	⁽⁵⁾	06/30/2009	Common Stock	5,000
Stock Option (right to buy) (granted 6/30/99)	\$ 8.6356	02/24/2006		A ⁽⁴⁾		7,129		⁽⁵⁾	06/30/2009	Common Stock	7,129
Stock Option (right to buy) (granted 6/28/00)	\$ 11.4375	02/24/2006		D ⁽⁴⁾			15,000	⁽⁵⁾	06/28/2010	Common Stock	15,000
Stock Option (right to buy) (granted 6/28/00)	\$ 8.0219	02/24/2006		A ⁽⁴⁾		21,387		⁽⁵⁾	06/28/2010	Common Stock	21,387
Stock Option (right to buy) (granted 7/12/01)	\$ 14.05	02/24/2006		D ⁽⁴⁾			15,000	⁽⁵⁾	07/12/2011	Common Stock	15,000
Stock Option	\$ 9.8542	02/24/2006		A ⁽⁴⁾		21,387		⁽⁵⁾	07/12/2011	Common Stock	21,387

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(right to buy) (granted 7/12/01)									
Stock Option (right to buy) (granted 7/11/02)	\$ 15.55	02/24/2006	D ⁽⁴⁾	10,000	⁽⁵⁾	07/11/2012	Common Stock	10,000	
Stock Option (right to buy) (granted 7/11/02)	\$ 10.9062	02/24/2006	A ⁽⁴⁾	14,258	⁽⁵⁾	07/11/2012	Common Stock	14,258	
Stock Option (right to buy) (granted 9/8/03)	\$ 14.61	02/24/2006	D ⁽⁴⁾	7,500	⁽⁵⁾	09/08/2013	Common Stock	7,500	
Stock Option (right to buy) (granted 9/8/03)	\$ 10.2469	02/24/2006	A ⁽⁴⁾	10,693	⁽⁵⁾	09/08/2013	Common Stock	10,693	
Stock Option (right to buy) (granted 8/18/04)	\$ 18.15	02/24/2006	D ⁽⁴⁾	7,500	⁽⁵⁾	08/18/2014	Common Stock	7,500	
Stock Option (right to buy) (granted 8/18/04)	\$ 12.7298	02/24/2006	A ⁽⁴⁾	10,693	⁽⁵⁾	08/18/2014	Common Stock	10,693	
Stock Option (right to buy) (granted 10/6/05)	\$ 20.06	02/24/2006	D ⁽⁴⁾	10,000	⁽⁶⁾	10/06/2015	Common Stock	10,000	
	\$ 14.0694	02/24/2006	A ⁽⁴⁾	14,258	⁽⁶⁾	10/06/2015		14,258	

Stock
Option
(right to
buy)
(granted
10/6/05)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KISSINGER THOMAS F C/O THE MARCUS CORPORATION 100 EAST WISCONSIN AVENUE, SUITE 1900 MILWAUKEE, WI 532024125	VP, General Counsel and Secy

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) Balance reflects the most current data available with regard to the reporting person's holdings in the 401(k) Plan.
- (2) Balance reflects the reporting person's holdings in The Marcus Corporation Dividend Reinvestment and Associate Stock Purchase Plan as of February 24, 2006.
- (3) By Dividend Reinvestment and Associate Stock Purchase Plan.
Involves an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement
- (4) 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.
- (5) 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.
- (6) The options vest and become exercisable as follows: 20% after 1st anniversary of the date of grant, 40% after 2nd anniversary; 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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