

MARCUS STEPHEN H
Form 4
January 12, 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

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 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)
10/19/2004

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 | 10/19/2004 | | C | V 210,078 A \$ 0 | 210,078 | I | As trustee |
| Common Stock | 12/22/2005 | | C | V 28,908 A \$ 0 | 28,908 | D | |
| Common Stock | 12/22/2005 | | G | V 28,908 D \$ 0 | 0 | D | |
| Common Stock | | | | | 700 | I | As co-trustee (1) |

Edgar Filing: MARCUS STEPHEN H - Form 4

| | | | |
|--------------|--------|---|-----------------------------------|
| 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)

| 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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|---------|--|-----------------|---|----------------------------|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock | (2) | 10/19/2004 | | C | V | 210,078 | (3) | (4) | Common Stock | 210,078 |
| Class B Common Stock | (2) | 12/21/2005 | | G | V | 8,846 | (3) | (4) | Common Stock | 8,846 |
| Class B Common Stock | (2) | 12/22/2005 | | C | V | 28,908 | (3) | (4) | Common Stock | 28,908 |
| Class B Common Stock | \$ 0 (2) | | | | | | (3) | (4) | Common Stock | 8,693 |
| Class B Common Stock | \$ 0 (2) | | | | | | (3) | (4) | Common Stock | 12,783 |
| Class B Common Stock | \$ 0 (2) | | | | | | (3) | (4) | Common Stock | 665,060 |
| Class B Common Stock | \$ 0 (2) | | | | | | (3) | (4) | Common | 2,689,812 |

| | | | | | | | |
|----------------------------|---------------------|--|------------|------------|-----------------|-------|---------|
| Common Stock | | | | | | Stock | |
| Class B Common Stock | \$ 0 ⁽²⁾ | | <u>(3)</u> | <u>(4)</u> | Common Stock | | 50,845 |
| Class B Common Stock | \$ 0 ⁽²⁾ | | <u>(3)</u> | <u>(4)</u> | Common Stock | | 107,621 |
| Class B Common Stock | \$ 0 ⁽²⁾ | | <u>(3)</u> | <u>(4)</u> | Common Stock | | 652,179 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MARCUS STEPHEN H C/O THE MARCUS CORPORATION 100 EAST WISCONSIN AVENUE, SUITE 1900 MILWAUKEE, WI 532024125 | X | X | President, Chairman and CEO | |

Signatures

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

01/12/2006

 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) Shares previously held by the reporting person's deceased wife, Joan Marcus, directly or jointly with the reporting person are now held by the Estate of Joan Marcus. The transfer of shares to the Estate was exempt from Section 16 reporting pursuant to Rule 16a-13. The reporting person is the executor and the beneficiary of the Estate of Joan Marcus.

(6) As co-trustee with sister of the shares held by the Ben Marcus and Celia Marcus 1992 Revocable Trust.

(7) By the Ben and Celia Marcus 1992 Revocable Trust F/B/O Stephen H. Marcus.

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.