

MARCUS CORP  
Form 4  
February 28, 2006

**FORM 4**

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

OMB APPROVAL

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**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 \*  
GERSHOWITZ DIANE M

(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  
 Officer (give title below)  Other (specify below)

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					50,901	D	
Common Stock					700	I	As co-trustee (1)

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

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SEC 1474 (9-02)

number.

**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)	
					V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy) <sup>(2)</sup>	\$ 17.1667	02/24/2006		D <sup>(3)</sup>		750	05/30/1996	05/30/2006	Common Stock	750
Stock Option (Right to Buy) <sup>(2)</sup>	\$ 12.0401	02/24/2006		A <sup>(3)</sup>	1,069		05/30/1996	05/30/2006	Common Stock	1,069
Class B Common Stock	\$ 0 <sup>(5)</sup>						<sup>(6)</sup>	<sup>(7)</sup>	Common Stock	2,821,4
Class B Common Stock	\$ 0 <sup>(5)</sup>						<sup>(6)</sup>	<sup>(7)</sup>	Common Stock	50,84
Stock Option (Right to Buy) <sup>(2)</sup>	\$ 16.3334	02/24/2006		D <sup>(3)</sup>		750	05/29/1997	05/29/2007	Common Stock	750
Stock Option (Right to Buy) <sup>(2)</sup>	\$ 11.4557	02/24/2006		A <sup>(3)</sup>	1,069		05/29/1997	05/29/2007	Common Stock	1,069
Stock Option (Right to Buy) <sup>(2)</sup>	\$ 18.125	02/24/2006		D <sup>(3)</sup>		500	05/28/1998	05/28/2008	Common Stock	500
Stock Option (Right to Buy) <sup>(2)</sup>	\$ 12.7122	02/24/2006		A <sup>(3)</sup>	713		05/28/1998	05/28/2008	Common Stock	713
	\$ 12.75	02/24/2006		D <sup>(3)</sup>		500	05/27/1999	05/27/2009		500

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Stock Option (Right to Buy) <sup>(2)</sup>								Common Stock	
Stock Option (Right to Buy) <sup>(2)</sup>	\$ 8.9424	02/24/2006	A <sup>(3)</sup>	713	05/27/1999	05/27/2009		Common Stock	713
Stock Option (Right to Buy) <sup>(2)</sup>	\$ 11	02/24/2006	D <sup>(3)</sup>		500	05/25/2000	05/25/2010	Common Stock	500
Stock Option (Right to Buy) <sup>(2)</sup>	\$ 7.715	02/24/2006	A <sup>(3)</sup>	713		05/25/2000	05/25/2010	Common Stock	713
Stock Option (Right to Buy) <sup>(2)</sup>	\$ 14.3	02/24/2006	D <sup>(3)</sup>		500	05/31/2001	05/31/2011	Common Stock	500
Stock Option (Right to Buy) <sup>(2)</sup>	\$ 10.0295	02/24/2006	A <sup>(3)</sup>	713		05/31/2001	05/31/2011	Common Stock	713
Stock Option (Right to Buy) <sup>(2)</sup>	\$ 13.14	02/24/2006	D <sup>(3)</sup>		500	05/30/2002	05/30/2012	Common Stock	500
Stock Option (Right to Buy) <sup>(2)</sup>	\$ 9.2159	02/24/2006	A <sup>(3)</sup>	713		05/30/2002	05/30/2012	Common Stock	713
Stock Option (Right to Buy) <sup>(2)</sup>	\$ 13.58	02/24/2006	D <sup>(3)</sup>		500	05/29/2003	05/29/2013	Common Stock	500
Stock Option (Right to Buy) <sup>(2)</sup>	\$ 9.5245	02/24/2006	A <sup>(3)</sup>	713		05/29/2003	05/29/2013	Common Stock	713
Stock Option (Right to Buy) <sup>(2)</sup>	\$ 16.07	02/24/2006	D <sup>(3)</sup>		500	05/27/2004	05/27/2014	Common Stock	500
	\$ 11.2709	02/24/2006	A <sup>(3)</sup>	713		05/27/2004	05/27/2014		713

Stock Option (Right to Buy) <sup>(2)</sup>								Common Stock	
Stock Option (Right to Buy) <sup>(4)</sup>	\$ 22.38	02/24/2006	D <sup>(3)</sup>	500	05/26/2005	05/26/2015		Common Stock	500
Stock Option (Right to Buy) <sup>(4)</sup>	\$ 15.6966	02/24/2006	A <sup>(3)</sup>	713	05/26/2005	05/26/2015		Common Stock	713
Class B Common Stock	\$ 0 <sup>(5)</sup>				<sup>(6)</sup>	<sup>(7)</sup>		Common Stock	164,29
Class B Common Stock	\$ 0 <sup>(5)</sup>				<sup>(6)</sup>	<sup>(7)</sup>		Common Stock	652,17
Class B Common Stock	\$ 0 <sup>(5)</sup>				<sup>(6)</sup>	<sup>(7)</sup>		Common Stock	8,693
Class B Common Stock	\$ 0 <sup>(5)</sup>				<sup>(6)</sup>	<sup>(7)</sup>		Common Stock	12,78
Class B Common Stock	\$ 0 <sup>(5)</sup>				<sup>(6)</sup>	<sup>(7)</sup>		Common Stock	320,67

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GERSHOWITZ DIANE M C/O THE MARCUS CORPORATION 100 EAST WISCONSIN AVENUE, SUITE 1900 MILWAUKEE, WI 532024125	X	X		

## 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) As co-trustee with brother of the shares held by the Ben Marcus and Celia Marcus 1992 Revocable Trust.
- (2) 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 option.
- (3) 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.
- (4) Granted pursuant to The Marcus Corporation 2004 Equity Incentive Plan.
- (5) This security is convertible into common stock on a 1-for-1 basis at no cost.
- (6) This security is immediately exercisable.
- (7) No expiration date.
- (8) As co-trustee with sister-in-law for brother's children.
- (9) As co-trustee with brother of the shares held by the Ben Marcus Life Trust.
- (10) By the Ben and Celia Marcus 1992 Revocable Trust F/B/O Diane M. Gershowitz.

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.