

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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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 \*  
ERICSON JAMES D

(Last) (First) (Middle)

777 EAST WISCONSIN AVENUE, SUITE 3010

(Street)

MILWAUKEE, WI 532025367

(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) Code V Amount (D) Price			
Common Stock					1,960	D	

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

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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 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) <sup>(1)</sup>	\$ 14.5625	02/24/2006		D <sup>(2)</sup>			1,000	01/15/2001	01/15/2011	Common Stock	1,000
Stock Option (Right to Buy) <sup>(1)</sup>	\$ 10.2136	02/24/2006		A <sup>(2)</sup>		1,426		01/15/2001	01/15/2011	Common Stock	1,426
Stock Option (Right to Buy) <sup>(1)</sup>	\$ 14.3	02/24/2006		D <sup>(2)</sup>			500	05/31/2001	05/31/2011	Common Stock	500
Stock Option (Right to Buy) <sup>(1)</sup>	\$ 10.0295	02/24/2006		A <sup>(2)</sup>		713		05/31/2001	05/31/2011	Common Stock	713
Stock Option (Right to Buy) <sup>(1)</sup>	\$ 13.14	02/24/2006		D <sup>(2)</sup>			500	05/30/2002	05/30/2012	Common Stock	500
Stock Option (Right to Buy) <sup>(1)</sup>	\$ 9.2159	02/24/2006		A <sup>(2)</sup>		713		05/30/2002	05/30/2012	Common Stock	713
Stock Option (Right to Buy) <sup>(1)</sup>	\$ 13.58	02/24/2006		D <sup>(2)</sup>			500	05/29/2003	05/29/2013	Common Stock	500
Stock Option (Right to Buy) <sup>(1)</sup>	\$ 9.5245	02/24/2006		A <sup>(2)</sup>		713		05/29/2003	05/29/2013	Common Stock	713
Stock Option (Right to Buy) <sup>(1)</sup>	\$ 16.07	02/24/2006		D <sup>(2)</sup>			500	05/27/2004	05/27/2014	Common Stock	500

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Stock Option (Right to Buy) <u>(1)</u>	\$ 11.2709	02/24/2006	<u>A</u> (2)	713	05/27/2004	05/27/2014	Common Stock	713
Stock Option (Right to Buy) <u>(3)</u>	\$ 22.38	02/24/2006	<u>D</u> (2)	500	05/26/2005	05/26/2015	Common Stock	500
Stock Option (Right to Buy) <u>(3)</u>	\$ 15.6966	02/24/2006	<u>A</u> (2)	713	05/26/2005	05/26/2015	Common Stock	713

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ERICSON JAMES D 777 EAST WISCONSIN AVENUE SUITE 3010 MILWAUKEE, WI 532025367	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) 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. 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.