MARCUS CORP Form 4 May 19, 2006

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average burden hours per

0.5

Form 5 obligations may continue.

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

SECURITIES

response...

1(b).

(Print or Type Responses)

See Instruction

| 1. Name and AdMCKEITHA | * | _ | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|------------------------|-----------|----------|--|--|--|--|--|
| | | | MARCUS CORP [MCS] | (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | 11 | | | |
| | | | (Month/Day/Year) | X Director 10% Owner | | | |
| C/O TAMARACK | | | 05/17/2006 | Officer (give title Other (specif | | | |
| PETROLEU | M, 777 EA | ST | | below) below) | | | |
| WISCONSI | N AVENUE | E, SUITE | | | | | |
| 1920 | | | | | | | |

(Street)

(State)

(Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

MILWAUKEE, WI 532025367

(City)

| (City) | (State) | (Zip) Tab | le I - Non-l | Derivative Securities Acqui | red, Disposed of, | or Beneficiall | y 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) (A) or Amount (D) Price | 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 | 05/17/2006 | | M | 1,069 A \$ 12.0401 | 9,438 | D | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8) | Securities | | 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) (1) | \$ 12.0401 | 05/17/2006 | | M | | 1,069 | 05/30/1996 | 05/30/2006 | Common Stock | 1,069 |
| Stock Option (Right to Buy) (1) | \$ 11.4557 | | | | | | 05/29/1997 | 05/29/2007 | Common Stock | 1,069 |
| Stock Option (Right to Buy) (1) | \$ 12.7122 | | | | | | 05/28/1998 | 05/28/2008 | Common Stock | 713 |
| Stock Option (Right to Buy) (1) | \$ 8.9424 | | | | | | 05/27/1999 | 05/27/2009 | Common Stock | 713 |
| Stock Option (Right to Buy) (1) | \$ 7.715 | | | | | | 05/25/2000 | 05/25/2010 | Common Stock | 713 |
| Stock Option (Right to Buy) (1) | \$ 10.0295 | | | | | | 05/31/2001 | 05/31/2011 | Common Stock | 713 |
| Stock Option (Right to Buy) (1) | \$ 9.2159 | | | | | | 05/30/2002 | 05/30/2012 | Common Stock | 713 |
| Stock Option (Right to Buy) (1) | \$ 9.5245 | | | | | | 05/29/2003 | 05/29/2013 | Common Stock | 713 |
| Stock Option | \$ 11.2709 | | | | | | 05/27/2004 | 05/27/2014 | Common Stock | 713 |

(Right to Buy) $\underline{^{(1)}}$

Stock

Buy) (2)

Option (Right to \$15.6966

05/26/2005 05/26/2015

Common Stock

713

Reporting Owners

Relationships

Reporting Owner Name / Address

Director $\frac{10\%}{\text{Owner}}$ Officer Other

MCKEITHAN DANIEL F JR C/O TAMARACK PETROLEUM 777 EAST WISCONSIN AVENUE, SUITE 1920 MILWAUKEE, WI 532025367



Signatures

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

05/19/2006

**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.
- (2) 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.

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