

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 \*  
MCKEITHAN DANIEL F JR

(Last) (First) (Middle)

C/O TAMARACK  
PETROLEUM, 777 EAST  
WISCONSIN AVENUE, SUITE  
1920

(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) Price  |   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 8,369   | 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> | \$ 17.1667   | 02/24/2006                           |  | D <sup>(2)</sup>               |   |  | 750   | 05/30/1996  | 05/30/2006      | Common Stock | 750                        |
| Stock Option (Right to Buy) <sup>(1)</sup> | \$ 12.0401   | 02/24/2006                           |  | A <sup>(2)</sup>               |   |  | 1,069 | 05/30/1996  | 05/30/2006      | Common Stock | 1,069                      |
| Stock Option (Right to Buy) <sup>(1)</sup> | \$ 16.3334   | 02/24/2006                           |  | D <sup>(2)</sup>               |   |  | 750   | 05/29/1997  | 05/29/2007      | Common Stock | 750                        |
| Stock Option (Right to Buy) <sup>(1)</sup> | \$ 11.4557   | 02/24/2006                           |  | A <sup>(2)</sup>               |   |  | 1,069 | 05/29/1997  | 05/29/2007      | Common Stock | 1,069                      |
| Stock Option (Right to Buy) <sup>(1)</sup> | \$ 18.125  | 02/24/2006                           |  | D <sup>(2)</sup>               |   |  | 500   | 05/28/1998  | 05/28/2008      | Common Stock | 500                        |
| Stock Option (Right to Buy) <sup>(1)</sup> | \$ 12.7122   | 02/24/2006                           |  | A <sup>(2)</sup>               |   |  | 713   | 05/28/1998  | 05/28/2008      | Common Stock | 713                        |
| Stock Option (Right to Buy) <sup>(1)</sup> | \$ 12.75   | 02/24/2006                           |  | D <sup>(2)</sup>               |   |  | 500   | 05/27/1999  | 05/27/2009      | Common Stock | 500                        |
| Stock Option (Right to Buy) <sup>(1)</sup> | \$ 8.9424  | 02/24/2006                           |  | A <sup>(2)</sup>               |   |  | 713   | 05/27/1999  | 05/27/2009      | Common Stock | 713                        |
| Stock Option (Right to                     | \$ 11  | 02/24/2006                           |  | D <sup>(2)</sup>               |   |  | 500   | 05/25/2000  | 05/25/2010      | Common Stock | 500                        |

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|   |            |            |                  |     |            |            |                 |     |  |
|---|------------|------------|------------------|-----|------------|------------|-----------------|-----|--|
| Buy) <u>(1)</u>                                 |            |            |                  |     |            |            |                 |     |  |
| Stock<br>Option<br>(Right to<br>Buy) <u>(1)</u> | \$ 7.715   | 02/24/2006 | A <sup>(2)</sup> | 713 | 05/25/2000 | 05/25/2010 | Common<br>Stock | 713 |  |
| Stock<br>Option<br>(Right to<br>Buy) <u>(1)</u> | \$ 14.3    | 02/24/2006 | D <sup>(2)</sup> | 500 | 05/31/2001 | 05/31/2011 | Common<br>Stock | 500 |  |
| Stock<br>Option<br>(Right to<br>Buy) <u>(1)</u> | \$ 10.0295 | 02/24/2006 | A <sup>(2)</sup> | 713 | 05/31/2001 | 05/31/2011 | Common<br>Stock | 713 |  |
| Stock<br>Option<br>(Right to<br>Buy) <u>(1)</u> | \$ 13.14   | 02/24/2006 | D <sup>(2)</sup> | 500 | 05/30/2002 | 05/30/2012 | Common<br>Stock | 500 |  |
| Stock<br>Option<br>(Right to<br>Buy) <u>(1)</u> | \$ 9.2159  | 02/24/2006 | A <sup>(2)</sup> | 713 | 05/30/2002 | 05/30/2012 | Common<br>Stock | 713 |  |
| Stock<br>Option<br>(Right to<br>Buy) <u>(1)</u> | \$ 13.58   | 02/24/2006 | D <sup>(2)</sup> | 500 | 05/29/2003 | 05/29/2013 | Common<br>Stock | 500 |  |
| Stock<br>Option<br>(Right to<br>Buy) <u>(1)</u> | \$ 9.5245  | 02/24/2006 | A <sup>(2)</sup> | 713 | 05/29/2003 | 05/29/2013 | Common<br>Stock | 713 |  |
| Stock<br>Option<br>(Right to<br>Buy) <u>(1)</u> | \$ 16.07   | 02/24/2006 | D <sup>(2)</sup> | 500 | 05/27/2004 | 05/27/2014 | Common<br>Stock | 500 |  |
| Stock<br>Option<br>(Right to<br>Buy) <u>(1)</u> | \$ 11.2709 | 02/24/2006 | A <sup>(2)</sup> | 713 | 05/27/2004 | 05/27/2014 | Common<br>Stock | 713 |  |
| Stock<br>Option<br>(Right to<br>Buy) <u>(3)</u> | \$ 22.38   | 02/24/2006 | D <sup>(2)</sup> | 500 | 05/26/2005 | 05/26/2015 | Common<br>Stock | 500 |  |
| Stock<br>Option<br>(Right to<br>Buy) <u>(3)</u> | \$ 15.6966 | 02/24/2006 | A <sup>(2)</sup> | 713 | 05/26/2005 | 05/26/2015 | Common<br>Stock | 713 |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |              |         |       |
|---|---------------|--------------|---------|-------|
|   | Director      | 10%<br>Owner | Officer | Other |
| MCKEITHAN DANIEL F JR<br>C/O TAMARACK PETROLEUM<br>777 EAST WISCONSIN AVENUE, SUITE 1920<br>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.

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