

MARCUS CORP
Form 4
October 11, 2005

FORM 4

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

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

OMB APPROVAL

OMB
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(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)

10/06/2005

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/06/2005		A	392	A 55,681	D	
Common Stock					700	I	As co-trustee (2)

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

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information contained in this form are not
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displays a currently valid OMB control**

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)	8. L S (
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) ⁽³⁾	\$ 17.17					05/30/1996 05/30/2006	Common Stock	750
Stock Option (Right to Buy) ⁽³⁾	\$ 16.33					05/29/1997 05/29/2007	Common Stock	750
Stock Option (Right to Buy) ⁽³⁾	\$ 18.125					05/28/1998 05/28/2008	Common Stock	500
Stock Option (Right to Buy) ⁽³⁾	\$ 12.75					05/27/1999 05/27/2009	Common Stock	500
Stock Option (Right to Buy) ⁽³⁾	\$ 11					05/25/2000 05/25/2010	Common Stock	500
Stock Option (Right to Buy) ⁽³⁾	\$ 14.3					05/31/2001 05/31/2011	Common Stock	500
Stock Option (Right to Buy) ⁽³⁾	\$ 13.14					05/30/2002 05/30/2012	Common Stock	500
Stock Option	\$ 13.58					05/29/2003 05/29/2013	Common Stock	500

(Right to
Buy) ⁽³⁾

Stock Option (Right to Buy) ⁽³⁾	\$ 16.07	05/27/2004	05/27/2014	Common Stock	500
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Stock Option (Right to Buy) ⁽⁴⁾	\$ 22.38	05/26/2005	05/26/2015	Common Stock	500
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Class B Common Stock	\$ 0 ⁽⁵⁾	⁽⁶⁾	⁽⁷⁾	Common Stock	164,294
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Class B Common Stock	\$ 0 ⁽⁵⁾	⁽⁶⁾	⁽⁷⁾	Common Stock	652,179
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Class B Common Stock	\$ 0 ⁽⁵⁾	⁽⁶⁾	⁽⁷⁾	Common Stock	8,693
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Class B Common Stock	\$ 0 ⁽⁵⁾	⁽⁶⁾	⁽⁷⁾	Common Stock	12,783
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Class B Common Stock	\$ 0 ⁽⁵⁾	⁽⁶⁾	⁽⁷⁾	Common Stock	320,672
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Class B Common Stock	\$ 0 ⁽⁵⁾	⁽⁶⁾	⁽⁷⁾	Common Stock	2,821,410
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Class B Common Stock	\$ 0 ⁽⁵⁾	⁽⁶⁾	⁽⁷⁾	Common Stock	50,845
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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

10/10/2005

__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) Grant by Issuer in consideration of service as a director.
- (2) As co-trustee with brother of the shares held by the Ben Marcus and Celia Marcus 1992 Revocable Trust.
- (3) Granted pursuant to The Marcus Corporation 1994 Nonemployee Director Stock Option Plan.
- (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.

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