

MARLIN BUSINESS SERVICES CORP
 Form 4
 December 17, 2008

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 *
 PELOSE GEORGE D

2. Issuer Name and Ticker or Trading Symbol
 MARLIN BUSINESS SERVICES CORP [MRLN]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 12/15/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Operating Officer

C/O MARLIN BUSINESS SERVICES CORP., 300 FELLOWSHIP ROAD

(Street)

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

MOUNT LAUREL, NJ 08054

(City) (State) (Zip)

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)
Common Stock	12/15/2008		A	(A) or (D) Code V Amount Price A (1) 50,000 (2) 150,198 (3)	D		

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

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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)	8. Amount or Number of Shares
Option to Purchase Common Stock	\$ 5.01					07/27/2004 ⁽⁴⁾ 07/27/2010	Common Stock	21,000
Option to Purchase Common Stock	\$ 3.39					08/22/2005 ⁽⁴⁾ 08/22/2011	Common Stock	7,000
Option to Purchase Common Stock	\$ 10.18					10/04/2005 ⁽⁴⁾ 10/04/2011	Common Stock	42,700
Option to Purchase Common Stock	\$ 3.39					01/17/2006 ⁽⁴⁾ 01/17/2012	Common Stock	28,000
Option to Purchase Common Stock	\$ 3.39					01/13/2007 ⁽⁴⁾ 01/13/2013	Common Stock	7,000
Option to Purchase Common Stock	\$ 10.18					01/13/2007 ⁽⁴⁾ 01/13/2013	Common Stock	6,055
Option to Purchase Common Stock	\$ 14					11/11/2007 ⁽⁴⁾ 11/10/2013	Common Stock	10,000
Option to Purchase Common Stock	\$ 18.8					01/29/2012 ⁽⁵⁾ 01/28/2014	Common Stock	12,500
	\$ 17.52					01/11/2009 ⁽⁴⁾ 01/10/2012		9,246

Option to Purchase Common Stock				Common Stock	
Option to Purchase Common Stock	\$ 21.6	03/28/2010 ⁽⁴⁾	03/28/2013	Common Stock	3,891
Option to Purchase Common Stock	\$ 21.6	03/28/2010 ⁽⁶⁾	03/28/2013	Common Stock	5,838 ⁽⁷⁾
Option to Purchase Common Stock	\$ 20.77	03/16/2011 ⁽⁴⁾	03/16/2014	Common Stock	7,156
Option to Purchase Common Stock	\$ 20.77	03/16/2011 ⁽⁶⁾	03/16/2014	Common Stock	9,924 ⁽⁸⁾
Option to Purchase Common Stock	\$ 9.52	03/01/2012 ⁽⁴⁾	03/01/2015	Common Stock	17,394
Option to Purchase Common Stock	\$ 9.52	03/01/2012 ⁽⁶⁾	03/01/2015	Common Stock	23,842 ⁽⁹⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PELOSE GEORGE D C/O MARLIN BUSINESS SERVICES CORP. 300 FELLOWSHIP ROAD MOUNT LAUREL, NJ 08054			Chief Operating Officer	

Signatures

/s/ George D. Pelose 12/17/2008

**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) Represents a grant of restricted stock, and the restrictions on these shares shall lapse after three years from the transaction date (i.e., shall lapse on 12/15/2011).
- (2) N/A
- (3) Includes a total of 122,223 shares of restricted stock where, as of the date of this filing, the restrictions have not yet lapsed.
- (4) Date listed is the date of full vesting. Each grants vests 25% per year beginning on the first anniversary of the date of grant.
Date listed is date of scheduled full vesting. This grant vests over an eight year period at the following annual increments: 2.5% in first year; 5.0% in second year; 7.5% in third year; 10.0% in fourth year; 15.0% in fifth year; and 20.0% in each of the sixth, seventh and eighth years. Vesting can be accelerated upon the reporting person's achievement of certain performance goals set forth in the grant instrument.
- (5) Represents the date the options will cliff vest if certain four year average EPS growth targets are achieved.
Represents the maximum number of options that may vest under this performance option grant. Vesting will be determined by EPS growth rates averaged over a four year performance period. Depending on the average EPS growth rate achieved for the four year period, the number of shares that vest at the end of the four year period could be 0; 1,946; 3,892; or 5,838.
- (6) Represents the maximum number of options that may vest under this performance option grant. Vesting will be determined by EPS growth rates averaged over a four year performance period. Depending on the average EPS growth rate achieved for the four year period, the number of shares that vest at the end of the four year period could be 0; 3,308; 6,616; or 9,924.
- (7) Represents the maximum number of options that may vest under this performance option grant. Vesting will be determined by EPS growth rates averaged over a four year performance period. Depending on the average EPS growth rate achieved for the four year period, the number of shares that vest at the end of the four year period could be 0; 7,947; 15,895; or 23,842.
- (8) Represents the maximum number of options that may vest under this performance option grant. Vesting will be determined by EPS growth rates averaged over a four year performance period. Depending on the average EPS growth rate achieved for the four year period, the number of shares that vest at the end of the four year period could be 0; 7,947; 15,895; or 23,842.
- (9)

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.