MARCUS CORP Form 4 October 06, 2006

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

ERICSON JAMES D Issuer Symbol MARCUS CORP [MCS] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Other (specify Officer (give title 777 EAST WISCONSIN 10/04/2006 below) **AVENUE. SUITE 3010**

2. Issuer Name and Ticker or Trading

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting **MILWAUKEE, WI 532025367**

1. Name and Address of Reporting Person *

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of TransactionAcquired (A) or Security (Month/Day/Year) Execution Date, if Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

Common 10/04/2006 2,469 D Α 509 (1) Stock

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)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

Estimated average

burden hours per

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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)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					8. Prio Deriv Secur (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy) (2)	\$ 10.2136					01/15/2001	01/15/2011	Common Stock	1,426	
Stock Option (Right to Buy) (2)	\$ 10.0295					05/31/2001	05/31/2011	Common Stock	713	
Stock Option (Right to Buy) (2)	\$ 9.2159					05/30/2002	05/30/2012	Common Stock	713	
Stock Option (Right to Buy) (2)	\$ 9.5245					05/29/2003	05/29/2013	Common Stock	713	
Stock Option (Right to Buy) (2)	\$ 11.2709					05/27/2004	05/27/2014	Common Stock	713	
Stock Option (Right to Buy) (3)	\$ 15.6966					05/26/2005	05/26/2015	Common Stock	713	
Stock Option (Right to Buy) (3)	\$ 17.73					05/25/2006	05/25/2016	Common Stock	500	

Reporting Owners

Relationships

Reporting Owner Name / Address

Reporting Owners 2

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

ERICSON JAMES D 777 EAST WISCONSIN AVENUE SUITE 3010 MILWAUKEE, WI 532025367



Signatures

By: Steven R. Barth, Attorney-In-Fact

10/06/2006

**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) Grant by Issuer in consideration of service as a director.
- (2) Granted pursuant to The Marcus Corporation 1994 Nonemployee Director Stock Option Plan.
- (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.

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