

DELMENHORST HERMAN F
Form 4
December 05, 2005

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 *
DELMENHORST HERMAN F

(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)
12/01/2005

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)
VP - Human Resources

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)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	12/01/2005		M		3,750	A	\$ 16.75	24,547	D	
Common Stock	12/01/2005		M		3,750	A	\$ 16.5	28,297	D	
Common Stock	12/01/2005		F		5,084	D	\$ 24.53	23,213	D	
Common Stock								150	I	As custodian for Andrew Delmenhorst

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Common Stock 2,909 ⁽¹⁾ I By 401(k) Plan

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

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(9-02)

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 (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
Employee Stock Option (granted 6/26/96)	\$ 16.75	12/01/2005		M	3,750	⁽²⁾ 06/26/2006	Common Stock	3,750
Employee Stock Option (granted 6/26/97)	\$ 16.5	12/01/2005		M	3,750	⁽²⁾ 06/26/2007	Common Stock	3,750
Employee Stock Option (granted 6/25/98)	\$ 16.94					⁽²⁾ 06/25/2008	Common Stock	3,750
Employee Stock Option (granted 6/30/99)	\$ 12.31					⁽²⁾ 06/30/2009	Common Stock	5,000
Employee Stock Option (granted	\$ 11.44					⁽²⁾ 06/28/2010	Common Stock	15,000

6/28/00)

Employee
Stock

Option	\$ 14.05	(2)	07/12/2011	Common Stock	15,000
(granted 7/12/01)					

Employee
Stock

Option	\$ 15.55	(2)	07/11/2012	Common Stock	10,000
(granted 7/11/02)					

Employee
Stock

Option	\$ 14.61	(2)	09/08/2013	Common Stock	5,000
(granted 9/8/03)					

Employee
Stock

Option	\$ 18.15	(2)	08/18/2014	Common Stock	5,000
(granted 8/18/04)					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DELMENHORST HERMAN F C/O THE MARCUS CORPORATION 100 EAST WISCONSIN AVENUE, SUITE 1900 MILWAUKEE, WI 532024125			VP - Human Resources	

Signatures

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

12/05/2005

__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) Balance reflects the most current data available with regard to the reporting person's holdings in the 401(k) Plan.

(2) The options originally granted vest and become exercisable as follows: 40% after 2nd anniversary of the date of grant; 60% after 3rd anniversary; 80% after 4th anniversary; and 100% after 5 years.

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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