GERSHOWITZ DIANE M
Form 4
January 23, 2006

FORM 4

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

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

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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).

(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)
01/18/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/18/2006		G	V	4,780	D	$ 0	50,901	D	
Common Stock								700	I	As co-trustee (1)

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

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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
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy) (2)	$ 17.17							05/30/1996	05/30/2006	Common Stock	750	
Stock Option (Right to Buy) (2)	$ 16.33							05/29/1997	05/29/2007	Common Stock	750	
Stock Option (Right to Buy) (2)	$ 18.125							05/28/1998	05/28/2008	Common Stock	500	
Stock Option (Right to Buy) (2)	$ 12.75							05/27/1999	05/27/2009	Common Stock	500	
Stock Option (Right to Buy) (2)	$ 11							05/25/2000	05/25/2010	Common Stock	500	
Stock Option (Right to Buy) (2)	$ 14.3							05/31/2001	05/31/2011	Common Stock	500	
Stock Option (Right to Buy) (2)	$ 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) [2]						
Stock Option (Right to Buy) [2]	$ 16.07		05/27/2004	05/27/2014	Common Stock	500
Stock Option (Right to Buy) [3]	$ 22.38		05/26/2005	05/26/2015	Common Stock	500
Class B Common Stock	$ 0 [4]		[5]	[6]	Common Stock	164,294
Class B Common Stock	$ 0 [4]		[5]	[6]	Common Stock	652,179
Class B Common Stock	$ 0 [4]		[5]	[6]	Common Stock	8,693
Class B Common Stock	$ 0 [4]		[5]	[6]	Common Stock	12,783
Class B Common Stock	$ 0 [4]		[5]	[6]	Common Stock	320,672
Class B Common Stock	$ 0 [4]		[5]	[6]	Common Stock	2,821,410
Class B Common Stock	$ 0 [4]		[5]	[6]	Common Stock	50,845

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 01/23/2006

**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) As co-trustee with brother of the shares held by the Ben Marcus and Celia Marcus 1992 Revocable Trust.

(2) Granted pursuant to The Marcus Corporation 1994 Nonemployee Director Stock Option Plan.

(3) Granted pursuant to The Marcus Corporation 2004 Equity Incentive Plan.

(4) This security is convertible into common stock on a 1-for-1 basis at no cost.

(5) This security is immediately exercisable.

(6) No expiration date.

(7) As co-trustee with sister-in-law for brother's children.

(8) As co-trustee with brother of the shares held by the Ben Marcus Life Trust.

(9) 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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