

OTTO WILLIAM J

Form 4

August 02, 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 *
OTTO WILLIAM J

(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)
07/29/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Pres. & COO/Marcus Hotels, Inc

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	07/29/2005		M		2,000	A	\$ 11.4375	15,677	D
Common Stock	07/29/2005		M		8,000	A	\$ 14.375	23,677	D
Common Stock	07/29/2005		S		400	D	\$ 21.62	23,277	D
Common Stock	07/29/2005		S		4,600	D	\$ 21.5	18,677	D
	07/29/2005		S		2,500	D	\$ 21.55	16,177	D

Common
Stock

Common Stock	07/29/2005	S	1,300	D	\$ 21.54	14,877	D
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Common Stock	07/29/2005	S	1,200	D	\$ 21.5	13,677	D
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Common Stock						1,472 ⁽¹⁾	I	By 401(k) Plan
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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 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (granted 6/28/00)	\$ 11.4375	07/29/2005		M		2,000		<u>(2)</u>	06/28/2010	Common Stock	2,000
Employee Stock Option (granted 1/15/01)	\$ 14.375	07/29/2005		M		8,000		<u>(2)</u>	01/15/2011	Common Stock	8,000
Employee Stock Option (granted 6/26/96)	\$ 16.75							<u>(2)</u>	06/26/2006	Common Stock	4,500
Employee Stock	\$ 16.5							<u>(2)</u>	06/26/2007	Common Stock	4,500

Option
(granted
6/26/97)

Employee
Stock

Option \$ 16.9375
(granted
6/25/98)

(2)

06/25/2008

Common
Stock

4,500

Employee
Stock

Option \$ 14.05
(granted
7/12/01)

(2)

07/12/2011

Common
Stock

6,000

Employee
Stock

Option \$ 15.55
(granted
7/11/02)

(2)

07/11/2012

Common
Stock

20,000

Employee
Stock

Option \$ 14.61
(granted
9/8/03)

(2)

09/08/2013

Common
Stock

10,000

Employee
Stock

Option \$ 18.15
(granted
8/18/04)

(2)

08/18/2014

Common
Stock

10,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

OTTO WILLIAM J
C/O THE MARCUS CORPORATION
100 EAST WISCONSIN AVENUE, SUITE 1900
MILWAUKEE, WI 532024125

Pres. & COO/Marcus Hotels, Inc

Signatures

By: Jennifer L. Boatwright,
Attorney-In-Fact

08/01/2005

**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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