

MCKEITHAN DANIEL F JR
 Form 4
 May 31, 2005

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 *
 MCKEITHAN DANIEL F JR

(Last) (First) (Middle)

C/O TAMARACK
 PETROLEUM, 777 EAST
 WISCONSIN AVENUE, SUITE
 1920

(Street)

MILWAUKEE, WI 532025367

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 MARCUS CORP [MCS]

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/26/2005

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)

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					7,977	D	

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

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SEC 1474 (9-02)

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. P Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) ⁽¹⁾	\$ 22.38	05/26/2005		A	500	05/26/2005	05/26/2015	Common Stock	500
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
	\$ 13.58					05/29/2003	05/29/2013		500

Stock Option (Right to Buy) <u>(2)</u>					Common Stock	
Stock Option (Right to Buy) <u>(2)</u>	\$ 16.07		05/27/2004	05/27/2014	Common Stock	500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCKEITHAN DANIEL F JR C/O TAMARACK PETROLEUM 777 EAST WISCONSIN AVENUE, SUITE 1920 MILWAUKEE, WI 532025367	X			

Signatures

By: Jennifer L. Boatwright, Attorney-In-Fact	05/31/2005
<u> </u> 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) Granted pursuant to The Marcus Corporation 2004 Equity Incentive Plan.
- (2) Granted pursuant to The Marcus Corporation 1994 Nonemployee Director Stock Option Plan.

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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