

MARLIN BUSINESS SERVICES CORP
 Form 4
 May 17, 2006

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 *
 PELOSE GEORGE D

2. Issuer Name and Ticker or Trading Symbol
 MARLIN BUSINESS SERVICES CORP [MRLN]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Senior Vice President

(Last) (First) (Middle)
 C/O MARLIN BUSINESS SERVICES CORP., 300 FELLOWSHIP ROAD

3. Date of Earliest Transaction (Month/Day/Year)
 05/16/2006

(Street)
 MOUNT LAUREL, NJ 08054

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)	Price		
Common Stock	05/16/2006		M	V	\$ 1,250 4.23	14,788 ⁽¹⁾	D
Common Stock	05/16/2006		S ⁽²⁾	V	\$ 22 ⁽³⁾ 1,250	13,538 ⁽¹⁾	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)

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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
Option to Purchase Common Stock	\$ 4.23	05/16/2006		M	1,250	07/19/2003 ⁽⁴⁾ 07/19/2009	Common Stock 37,800
Option to Purchase Common Stock	\$ 5.01					07/27/2004 ⁽⁴⁾ 07/27/2010	Common Stock 21,000
Option to Purchase Common Stock	\$ 3.39					08/22/2005 ⁽⁴⁾ 08/22/2011	Common Stock 7,000
Option to Purchase Common Stock	\$ 10.18					10/04/2005 ⁽⁴⁾ 10/04/2011	Common Stock 42,700
Option to Purchase Common Stock	\$ 3.39					01/17/2006 ⁽⁴⁾ 01/17/2012	Common Stock 28,000
Option to Purchase Common Stock	\$ 3.39					01/13/2007 ⁽⁴⁾ 01/13/2013	Common Stock 7,000
Option to Purchase Common Stock	\$ 10.18					01/13/2007 ⁽⁴⁾ 01/13/2013	Common Stock 6,055
Option to Purchase Common Stock	\$ 14					11/11/2007 ⁽⁴⁾ 11/10/2013	Common Stock 10,000

Option to Purchase Common Stock	\$ 18.8	01/29/2012 ⁽⁶⁾	01/28/2014	Common Stock	12,500
Option to Purchase Common Stock	\$ 17.52	01/11/2009 ⁽⁴⁾	01/10/2012	Common Stock	9,246
Option to Purchase Common Stock	\$ 21.6	03/28/2010 ⁽⁴⁾	03/28/2013	Common Stock	3,891
Option to Purchase Common Stock	\$ 21.6	03/28/2010 ⁽⁷⁾	03/28/2013	Common Stock	5,838 <u>(8)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PELOSE GEORGE D C/O MARLIN BUSINESS SERVICES CORP. 300 FELLOWSHIP ROAD MOUNT LAUREL, NJ 08054			Senior Vice President	

Signatures

/s/ George D.
Pelose

05/17/2006

**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) Includes a total of 10,457 shares of restricted stock where, as of the date of this filing, the restrictions have not yet lapsed.
- (2) The sale of shares of Marlin Business Services Corp. on this Form 4 was executed pursuant to a written plan adopted by the reporting person on February 15, 2006, that is intended to comply with Rule 10b5-1(c) of the Securities and Exchange Act of 1934.
- (3) Represents average net sales price per share.
- (4) Date listed is the date of full vesting. Each grants vests 25% per year beginning on the first anniversary of the date of grant.
- (5) N/A
- (6) Date listed is date of scheduled full vesting. This grant vests over an eight year period at the following annual increments: 2.5% in first year; 5.0% in second year; 7.5% in third year; 10.0% in fourth year; 15.0% in fifth year; and 20.0% in each of the sixth, seventh and eighth years. Vesting can be accelerated upon the reporting person's achievement of certain performance goals set forth in the grant instrument.
- (7) Represents the date the options will cliff vest if certain four year average EPS growth targets are achieved.

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- Represents the maximum number of options that may vest under this performance option grant. Vesting will be determined by EPS
- (8) growth rates averaged over a four year performance period. Depending on the average EPS growth rate achieved for the four year period, the number of shares that vest at the end of the four year period could be 0; 1,946; 3,892; or 5,838.

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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