

PELOSE GEORGE D
Form 4
October 13, 2011

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)
Chief Operating Officer

(Last) (First) (Middle)

C/O MARLIN BUSINESS SERVICES CORP., 300 FELLOWSHIP ROAD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/11/2011

MOUNT LAUREL, NJ 08054

(City) (State) (Zip)

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

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	10/11/2011		M ⁽¹⁾		1,400	A	\$ 3.39
							252,895 ⁽²⁾
Common Stock	10/11/2011		S ⁽¹⁾		1,400	D	\$ 11.1317
							⁽³⁾
Common Stock	10/12/2011		M ⁽¹⁾		4,200	A	\$ 3.39
							255,695 ⁽²⁾
Common Stock	10/12/2011		S ⁽¹⁾		4,200	D	\$ 11.4151
							251,495 ⁽²⁾

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						<u>(3)</u>	
Common Stock	10/13/2011		M ⁽¹⁾	4,019	A	\$ 3.39	255,514 <u>(2)</u> D
Common Stock	10/13/2011		S ⁽¹⁾	4,019	D	\$ 11.1769	251,495 <u>(2)</u> D
						<u>(3)</u>	

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

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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	\$ 12.41					05/24/2014 ⁽⁴⁾	05/24/2017	Common Stock	29,348
Option to Purchase Common Stock	\$ 12.41					05/24/2013 ⁽⁵⁾	05/24/2017	Common Stock	6,616 ⁽⁶⁾
Option to Purchase Common Stock	\$ 3.39	10/11/2011		M	9,619	01/17/2006 ⁽⁷⁾	01/17/2012	Common Stock	28,000
Option to Purchase Common Stock	\$ 3.39					01/13/2007 ⁽⁷⁾	01/13/2013	Common Stock	7,000
Option to Purchase Common Stock	\$ 10.18					01/13/2007 ⁽⁷⁾	01/13/2013	Common Stock	6,055

Stock					
Option to Purchase Common Stock	\$ 9.52	03/01/2012 ⁽⁷⁾	03/01/2015	Common Stock	17,394
Option to Purchase Common Stock	\$ 9.52	03/01/2012 ⁽⁵⁾	03/01/2015	Common Stock	23,842 ⁽⁹⁾

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			Chief Operating Officer	

Signatures

/s/ George D. Pelose 10/13/2011

**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) 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 September 14, 2011, that is intended to comply with Rule 10b5-1(c) of the Securities and Exchange Act of 1934.
- (2) Includes a total of 159,514 shares of restricted stock where, as of the date of this filing, the restrictions have not yet lapsed.
- (3) Represents average price per share.
- (4) Date listed is the date of full vesting. Vests 25% per year beginning on the first anniversary of the date of grant.
- (5) Represents the date the options will cliff vest if certain four year average EPS growth targets are achieved.
- (6) Represents the maximum number of options that may vest under this performance option grant. Vesting will be determined by EPS 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; 2,205; 4,410; or 6,616.
- (7) Date listed is the date of full vesting. Each grants vests 25% per year beginning on the first anniversary of the date of grant.
- (8) N/A
- (9) Represents the maximum number of options that may vest under this performance option grant. Vesting will be determined by EPS 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; 7,947; 15,895; or 23,842.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.