

PELOSE GEORGE D
Form 4
May 13, 2010

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 *
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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/11/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Operating Officer

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

(Street)

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

MOUNT LAUREL, NJ 08054

(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	05/11/2010		M	A	\$ 5.01	255,440 ⁽¹⁾	D
Common Stock	05/11/2010		S	D	\$ 11.7519 ⁽²⁾	250,390 ⁽¹⁾	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option to Purchase Common Stock	\$ 5.01	05/11/2010		M	5,050	07/27/2004 ⁽³⁾ 07/27/2010	Common Stock 21,000
Option to Purchase Common Stock	\$ 3.39					08/22/2005 ⁽³⁾ 08/22/2011	Common Stock 7,000
Option to Purchase Common Stock	\$ 10.18					10/04/2005 ⁽³⁾ 10/04/2011	Common Stock 42,700
Option to Purchase Common Stock	\$ 3.39					01/17/2006 ⁽³⁾ 01/17/2012	Common Stock 28,000
Option to Purchase Common Stock	\$ 3.39					01/13/2007 ⁽³⁾ 01/13/2013	Common Stock 7,000
Option to Purchase Common Stock	\$ 10.18					01/13/2007 ⁽³⁾ 01/13/2013	Common Stock 6,055
Option to Purchase Common Stock	\$ 14					11/11/2007 ⁽³⁾ 11/10/2013	Common Stock 10,000
Option to Purchase Common Stock	\$ 18.8					01/29/2012 ⁽⁵⁾ 01/28/2014	Common Stock 12,500

Stock

Option to Purchase Common Stock	\$ 17.52	01/11/2009 ⁽³⁾	01/10/2012	Common Stock	9,246
Option to Purchase Common Stock	\$ 21.6	03/28/2010 ⁽³⁾	03/28/2013	Common Stock	3,891
Option to Purchase Common Stock	\$ 20.77	03/16/2011 ⁽³⁾	03/16/2014	Common Stock	7,156
Option to Purchase Common Stock	\$ 20.77	03/16/2011 ⁽⁶⁾	03/16/2014	Common Stock	9,924 ⁽⁷⁾
Option to Purchase Common Stock	\$ 9.52	03/01/2012 ⁽³⁾	03/01/2015	Common Stock	17,394
Option to Purchase Common Stock	\$ 9.52	03/01/2012 ⁽⁶⁾	03/01/2015	Common Stock	23,842 ⁽⁸⁾

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 05/13/2010

**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 178,987 shares of restricted stock where, as of the date of this filing, the restrictions have not yet lapsed.

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- (2) Represents average price per share.
- (3) Date listed is the date of full vesting. Each grants vests 25% per year beginning on the first anniversary of the date of grant.
- (4) N/A

(5) 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.

- (6) Represents the date the options will cliff vest if certain four year average EPS growth targets are achieved.

(7) 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; 3,308; 6,616; or 9,924.

(8) 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.

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