

MARCUS CORP  
Form 4  
December 30, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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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 \*  
MILSTEIN PHILIP L

(Last) (First) (Middle)

OGDEN CAP PROPERTIES,  
LLC, 545 MADISON AVENUE,  
6TH FLOOR

(Street)

NEW YORK, NY 10022-4219

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/29/2016

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock                    | 12/29/2016                           |  | A                              | (A)<br>or<br>(D)<br>Code V Amount Price<br>A 1,250 (1) \$ 0       | 66,463  | D  |  |
| Common Stock                    |                                      |  |                                |   | 124,111   | I  | As co-trustee for SVM Foundation (2)       |
| Common Stock                    |                                      |  |                                |   | 5,625   | I  | As trustee for A. B. Elbaum (2)            |
| Common Stock                    |                                      |  |                                |   | 8,100   | I  | By children                                |

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|                      |  |        |   |                        |
|----------------------|--|--------|---|------------------------|
| Stock                |  |        |   | (2)                    |
| Common Stock         |  | 2,000  | I | By spouse (2)          |
| Class B Common Stock |  | 62,055 | I | As partner of Northmon |

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)

| 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
|  |  |                                      |  | Code V (A) (D)                 |   | Date Exercisable Expiration Date                         | Title   |                               |
| Stock Option (Right to Buy) (3)            | \$ 23.37   |                                      |  |                                |   | 05/31/2007 05/31/2017                                    | Common Stock  | 500                           |
| Stock Option (Right to Buy) (3)            | \$ 17.17   |                                      |  |                                |   | 05/29/2008 05/29/2018                                    | Common Stock  | 500                           |
| Stock Option (Right to Buy) (3)            | \$ 10.78   |                                      |  |                                |   | 05/28/2009 05/28/2019                                    | Common Stock  | 500                           |
| Stock Option (Right to Buy) (3)            | \$ 11.14   |                                      |  |                                |   | 05/27/2010 05/27/2020                                    | Common Stock  | 500                           |
| Stock Option (Right to Buy) (3)            | \$ 10.5  |                                      |  |                                |   | 05/26/2011 05/26/2021                                    | Common Stock  | 500                           |



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- (2) The undersigned disclaims any beneficial interest in shares owned by his wife, children, held by him as trustee for Ms. Abby Black Elbaum, held by him as trustee for PLM Foundation, or held by him as co-trustee for SVM Foundation.
- (3) Granted pursuant to The Marcus Corporation 2004 Equity and Incentive Awards 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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