

MARCUS CORP  
Form 4  
December 30, 2016

**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 \*  
**STARK BRIAN JAY**

(Last) (First) (Middle)

**735 NORTH WATER STREET,  
SUITE 790**

(Street)

**MILWAUKEE, WI 53202**

(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 Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common Stock	12/29/2016		A	(1)	1,250 \$ 0	11,061	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. Amount or Number of Shares
Stock Option (Right to Buy) <sup>(2)</sup>	\$ 12.89					01/10/2012 01/10/2022	Common Stock	1,000
Stock Option (Right to Buy) <sup>(2)</sup>	\$ 13.33					05/31/2012 05/31/2022	Common Stock	500
Stock Option (Right to Buy) <sup>(2)</sup>	\$ 13.45					05/30/2013 05/30/2023	Common Stock	1,000
Stock Option (Right to Buy) <sup>(2)</sup>	\$ 16.84					05/29/2014 05/29/2024	Common Stock	1,000
Stock Option (Right to Buy) <sup>(2)</sup>	\$ 19.65					05/28/2015 05/28/2025	Common Stock	1,000
Stock Option (Right to Buy) <sup>(2)</sup>	\$ 18.97					05/31/2015 05/31/2025	Common Stock	583
Stock Option (Right to Buy) <sup>(2)</sup>	\$ 31.55	12/29/2016		A	1,000	12/29/2016 12/29/2026	Common Stock	1,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STARK BRIAN JAY  
735 NORTH WATER STREET, SUITE 790 X  
MILWAUKEE, WI 53202

## Signatures

/s/ Steven R. Barth, Attorney-in-Fact for Brian Jay  
Stark

12/30/2016

\_\_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) Restricted stock granted December 29, 2016 vests and becomes exercisable as follows: 50% after 3rd anniversary of the date of the grant and 100% after 5th anniversary of the date of the grant or upon death, disability or retirement.
- (2) 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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