

MILSTEIN PHILIP L
 Form 4
 May 10, 2018

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 *
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)
05/08/2018

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)
			Code	V Amount (D) Price			
Common Stock	05/08/2018		A ⁽¹⁾	753 A \$ 0	45,760	D	
Common Stock					35,244	I	As trustee for PLM Foundation ⁽²⁾
Common Stock					124,111	I	As co-trustee for SVM Foundation ⁽²⁾

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Common Stock	8,100	I	By children <u>(2)</u>
Common Stock	2,000	I	By spouse <u>(2)</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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock Option (Right to Buy) <u>(3)</u>	\$ 10.78					05/28/2009 05/28/2019		Common Stock	500
Stock Option (Right to Buy) <u>(3)</u>	\$ 11.14					05/27/2010 05/27/2020		Common Stock	500
Stock Option (Right to Buy) <u>(3)</u>	\$ 10.5					05/26/2011 05/26/2021		Common Stock	500
Stock Option (Right to Buy) <u>(3)</u>	\$ 13.33					05/31/2012 05/31/2022		Common Stock	500
Stock Option (Right to Buy) <u>(3)</u>	\$ 13.45					05/30/2013 05/30/2023		Common Stock	1,000

Buy) ⁽³⁾					
Stock Option (Right to Buy) ⁽³⁾	\$ 16.84	05/29/2014	05/29/2024	Common Stock	1,000
Stock Option (Right to Buy) ⁽³⁾	\$ 19.65	05/28/2015	05/28/2025	Common Stock	1,000
Stock Option (Right to Buy) ⁽³⁾	\$ 18.97	12/31/2015	12/31/2025	Common Stock	583
Stock Option (Right to Buy) ⁽³⁾	\$ 31.55	12/29/2016	12/29/2026	Common Stock	1,000
Stock Option (Right to Buy) ⁽³⁾	\$ 27.2	12/28/2017	12/28/2027	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILSTEIN PHILIP L OGDEN CAP PROPERTIES, LLC 545 MADISON AVENUE, 6TH FLOOR NEW YORK, NY 10022-4219		X		

Signatures

/s/ Steven R. Barth, Attorney-in-Fact for Philip L.
Milstein

05/10/2018

__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) Granted by Issuer in consideration of service as a director.
- (2) The undersigned disclaims any beneficial interest in shares owned by his wife, children, 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. 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.