

MCKEITHAN DANIEL F JR  
 Form 4  
 June 04, 2012

**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 \*  
 MCKEITHAN DANIEL F JR

(Last) (First) (Middle)

TAMARACK PETROLEUM, 777 E. WISCONSIN AVE., SUITE 1920

(Street)

MILWAUKEE, WI 53202-5367

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 05/31/2012

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount or (D) Price   |   |  |                                   |
| Common Stock                    | 05/31/2012                           |  | A                              | 1,000 (1)   | \$ 0 18,700   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 1,426   | I  | As Trustee (2)                    |

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

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SEC 1474 (9-02)

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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. P Der Sec (Ins |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title             | Amount or Number of Shares |
| Stock Option (Right to Buy) <sup>(3)</sup> | \$ 13.33   | 05/31/2012                           |  | A                              | 500   | 05/31/2012   | 05/31/2022  | Common Stock      | 500                        |
| Stock Option (Right to Buy) <sup>(4)</sup> | \$ 9.5245  |                                      |  |                                |   | 05/29/2003   | 05/29/2013  | Common Stock      | 713                        |
| Stock Option (Right to Buy) <sup>(4)</sup> | \$ 11.2709   |                                      |  |                                |   | 05/27/2004   | 05/27/2014  | Common Stock      | 713                        |
| Stock Option (Right to Buy) <sup>(3)</sup> | \$ 15.6966   |                                      |  |                                |   | 05/26/2005   | 05/26/2015  | Common Stock      | 713                        |
| Stock Option (Right to Buy) <sup>(3)</sup> | \$ 17.73   |                                      |  |                                |   | 05/25/2006   | 05/25/2016  | Common Stock      | 500                        |
| Stock Option (Right to Buy) <sup>(3)</sup> | \$ 23.37   |                                      |  |                                |   | 05/31/2007   | 05/31/2017  | Common Stock      | 500                        |
| Stock Option (Right to Buy) <sup>(3)</sup> | \$ 17.17   |                                      |  |                                |   | 05/29/2008   | 05/29/2018  | Common Stock      | 500                        |
| Stock Option (Right to                     | \$ 10.78   |                                      |  |                                |   | 05/28/2009   | 05/28/2019  | Common Stock      | 500                        |

|                     |          |            |            |        |     |
|---------------------|----------|------------|------------|--------|-----|
| Buy) <sup>(3)</sup> |          |            |            |        |     |
| Stock               |          |            |            |        |     |
| Option              | \$ 11.14 | 05/27/2010 | 05/27/2020 | Common | 500 |
| (Right to           |          |            |            | Stock  |     |
| Buy) <sup>(3)</sup> |          |            |            |        |     |
| Stock               |          |            |            |        |     |
| Option              | \$ 10.5  | 05/26/2011 | 05/26/2021 | Common | 500 |
| (Right to           |          |            |            | Stock  |     |
| Buy) <sup>(3)</sup> |          |            |            |        |     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| MCKEITHAN DANIEL F JR<br>TAMARACK PETROLEUM<br>777 E. WISCONSIN AVE., SUITE 1920<br>MILWAUKEE, WI 53202-5367 |               | X         |         |       |

## Signatures

/s/ Steven R. Barth, Attorney-in-Fact for Daniel F. McKeithan, Jr. 06/04/2012

\_\_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 May 31, 2012 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) As Trustee of the DFM, Jr. Revocable Trust U/A Dated 12/20/2005.
- (3) Granted pursuant to The Marcus Corporation 2004 Equity Incentive Plan.
- (4) Granted pursuant to The Marcus Corporation 1994 Nonemployee Director Stock Option 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.