#### GERSHOWITZ DIANE M

Form 4

October 18, 2012

### FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

Expires:

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**OMB APPROVAL** 

January 31, 2005

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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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading GERSHOWITZ DIANE M Issuer Symbol MARCUS CORP [MCS] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X\_ Director 10% Owner Officer (give title Other (specify THE MARCUS 10/17/2012 below) CORPORATION, 100 E. **WISCONSIN AVE., SUITE 1900** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting MILWAUKEE, WI 53202 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Owned Ownership (Month/Day/Year) (Instr. 8) Indirect (I) **Following** (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount Price (D) \$0 Common 10/17/2012 A D A 753 6,197 (1) Stock By DG-LDJ Common 350 I Stock Holdings, **LLC** 

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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			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
Class B Common Stock	<u>(2)</u>					(3)	<u>(4)</u>	Common Stock	125,389
Class B Common Stock	(2)					(3)	<u>(4)</u>	Common Stock	2,832,148
Class B Common Stock	<u>(2)</u>					<u>(3)</u>	<u>(4)</u>	Common Stock	196,259
Class B Common Stock	<u>(2)</u>					<u>(3)</u>	<u>(4)</u>	Common Stock	50,845
Stock Option (Right to Buy) (7)	\$ 9.5245					05/29/2003	05/29/2013	Common Stock	713
Stock Option (Right to Buy) (7)	\$ 11.2709					05/27/2004	05/27/2014	Common Stock	713
Stock Option (Right to Buy) (8)	\$ 15.6966					05/26/2005	05/26/2015	Common Stock	713
Stock Option (Right to Buy) (8)	\$ 17.73					05/25/2006	05/25/2016	Common Stock	500

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Stock Option (Right to Buy) (8)	\$ 23.37	05/31/2007	05/31/2017	Common Stock	500
Stock Option (Right to Buy) (8)	\$ 17.17	05/29/2008	05/29/2018	Common Stock	500
Stock Option (Right to Buy) (8)	\$ 10.78	05/28/2009	05/28/2019	Common Stock	500
Stock Option (Right to Buy) (8)	\$ 11.14	05/27/2010	05/27/2020	Common Stock	500
Stock Option (Right to Buy) (8)	\$ 10.5	05/26/2011	05/26/2021	Common Stock	500
Stock Option (Right to Buy) (8)	\$ 13.33	05/31/2012	05/31/2022	Common Stock	500

# **Reporting Owners**

Reporting Owner Name / Address	Relationships				
. 0	Director	10% Owner	Officer	Other	
GERSHOWITZ DIANE M THE MARCUS CORPORATION 100 E. WISCONSIN AVE., SUITE 1900 MILWAUKEE, WI 53202	X				

## **Signatures**

/s/ Steven R. Barth, Attorney-in-Fact for Diane M.
Gershowitz

10/18/2012

\*\*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) Grant by Issuer in consideration of service as a director.
- (2) This security is convertible into common stock on a 1-for-1 basis at no cost.
- (3) This security is immediately exercisable.

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- (4) No expiration date.
- (5) As trustee for brother's children.
- (6) By the Ben and Celia Marcus 1992 Revocable Trust F/B/O Diane M. Gershowitz.
- (7) Granted pursuant to The Marcus Corporation 1994 Nonemployee Director Stock Option Plan.
- (8) Granted pursuant to The Marcus Corporation 2004 Equity Incentive 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.