

MARCUS CORP
Form 4
July 29, 2015

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Marcus Gregory S

(Last) (First) (Middle)

THE MARCUS
CORPORATION, 100 E.
WISCONSIN AVE., SUITE 1900

(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)
07/28/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

President and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	90,981	D	
Common Stock				(A) or (D)	75	I	As custodian (1)
Common Stock				(A) or (D)	6,863 (2)	I	By 401(k) Plan

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

**Persons who respond to the collection of
information contained in this form are not**

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) (granted 7/28/15)	\$ 20.26	07/28/2015		A		44,100		<u>(3)</u>	07/28/2025	Common Stock	44,100
Stock Option (right to buy) (granted 7/31/06)	\$ 19.74							<u>(3)</u>	07/31/2016	Common Stock	15,000
Stock Option (right to buy) (granted 8/2/07)	\$ 20.4							<u>(3)</u>	08/02/2017	Common Stock	15,000
Stock Option (right to buy) (granted 7/29/08)	\$ 15.59							<u>(3)</u>	07/29/2018	Common Stock	100,000
Stock Option (right to buy) (granted 7/28/09)	\$ 13.34							<u>(3)</u>	07/28/2019	Common Stock	55,000
Stock Option	\$ 11.89							<u>(3)</u>	07/27/2020	Common Stock	60,000

(right to
buy)
(granted
7/27/10)

Stock
Option
(right to
buy)
(granted
7/26/11)

\$ 10

(3)

07/26/2021

Common
Stock

60,000

Stock
Option
(right to
buy)
(granted
7/31/12)

\$ 13.12

(3)

07/31/2022

Common
Stock

52,000

Stock
Option
(right to
buy)
(granted
7/30/13)

\$ 13.04

(3)

07/30/2023

Common
Stock

57,500

Stock
Option
(right to
buy)
(granted
7/29/14)

\$ 18.34

(3)

07/29/2024

Common
Stock

49,500

Class B
Common
Stock

(4)(5)(6)Common
Stock

191,056

Class B
Common
Stock

(4)(5)(6)Common
Stock

10,786

Class B
Common
Stock

(4)(5)(6)Common
Stock

8,388

Class B
Common
Stock

(4)(5)(6)Common
Stock

18,233

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

Marcus Gregory S
THE MARCUS CORPORATION
100 E. WISCONSIN AVE., SUITE 1900
MILWAUKEE, WI 53202

President and CEO

Signatures

/s/ Steven R. Barth, Attorney-in-Fact for Gregory S.
Marcus

07/29/2015

__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) As sole custodian of the Alexandra Marcus U/WI/UTMA.
- (2) Balance reflects the most current data available with regard to the reporting person's holdings in the 401(k) Plan.
- (3) The options originally granted vest and become exercisable as follows: 40% after 2nd anniversary of the date of grant; 60% after 3rd anniversary; 80% after 4th anniversary; and 100% after 5 years.
- (4) This security is convertible into common stock on a 1-for-1 basis at no cost.
- (5) This security is immediately exercisable.
- (6) No expiration date.
- (7) As sole custodian of the Alexandra Marcus U/WI/UTMA, the Michael Marcus U/WI/UTMA, and the Samantha Marcus U/WI/UTMA.
- (8) As trustee of the Gabriella Marcus Trust, the Daniella Marcus Trust and the Jessica Marcus Trust.

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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