

MARCUS CORP  
Form 4  
August 22, 2016

**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

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
NEIS DOUGLAS A

(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)

08/18/2016

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 \_\_\_\_ Other (specify  
below) below)  
CFO and Treasurer

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)
			Code	V Amount (D) Price			
Common Stock	08/18/2016		S	V 2,500 D \$ 22.9651	51,002	D	
Common Stock					7,398.41 <sup>(1)</sup>	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  
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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. Price of Derivative Security (Instr. 3)	
				Code	V	(A)	(D)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) (granted 8/2/07)	\$ 20.4					<u>(2)</u>	08/02/2017	Common Stock	15,000
Stock Option (right to buy) (granted 7/29/08)	\$ 15.59					<u>(2)</u>	07/29/2018	Common Stock	20,000
Stock Option (right to buy) (granted 7/28/09)	\$ 13.34					<u>(2)</u>	07/28/2019	Common Stock	20,000
Stock Option (right to buy) (granted 7/27/10)	\$ 11.89					<u>(2)</u>	07/27/2020	Common Stock	22,500
Stock Option (right to buy) (granted 7/26/11)	\$ 10					<u>(2)</u>	07/26/2021	Common Stock	22,500
Stock Option	\$ 13.12					<u>(2)</u>	07/31/2022	Common Stock	19,500

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

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

\$ 13.04

(2)

07/30/2023

Common  
Stock

21,000

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

\$ 18.34

(2)

07/29/2024

Common  
Stock

16,400

Stock  
Option  
(right to  
buy)  
(granted  
7/28/15)

\$ 20.26

(2)

07/28/2025

Common  
Stock

17,400

Stock  
Option  
(right to  
buy)  
(granted  
3/1/16)

\$ 18.68

(2)

03/01/2026

Common  
Stock

11,150

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEIS DOUGLAS A THE MARCUS CORPORATION 100 E. WISCONSIN AVE., SUITE 1900 MILWAUKEE, WI 53202			CFO and Treasurer	

## Signatures

/s/ Steven R. Barth, Attorney-in-Fact for Douglas A.  
Neis

08/22/2016

\_\_\_\_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) Balance reflects the most current data available with regard to the reporting person's holdings in the 401(k) Plan.

(2) 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.

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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