**MARCUS CORP** 

Form 4

December 30, 2016

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number:

3235-0287

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Form 5 obligations may continue. See Instruction

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

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 Gehl Katherine M. Issuer Symbol MARCUS CORP [MCS] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner \_ Other (specify Officer (give title **5721 STATE ROAD 83** 12/29/2016 below) 6. Individual or Joint/Group Filing(Check (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

HARTLAND, WI 53029

| (City)                               | (State) (State)  | Zip) Table              | e I - Non-D  | erivative :  | Secur        | ities Ac                             | quired, Disposed   | of, or Beneficia                 | ally Owned                               |
|--------------------------------------|--|-------------------------|--|--------------|--------------|--------------------------------------|--|----------------------------------|--|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if |                         | 3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) |              |              | 5. Amount of Securities Beneficially | 6. Ownership Form: Direct (D) or                         | 7. Nature of Indirect Beneficial |  |
| (IIISU. 3)                           |  | any<br>(Month/Day/Year) | Code (Instr. 8)  | (Instr. 3,   | 4 and (A) or | 1                                    | Owned Following Reported Transaction(s) (Instr. 3 and 4) | Indirect (I)<br>(Instr. 4)       | Ownership<br>(Instr. 4)                  |
| Common<br>Stock                      | 12/29/2016   |                         | A  | 1,250<br>(1) | A            | \$ 0                                 | 3,229  | D                                |  |
| Common<br>Stock                      |  |                         |  |              |              |                                      | 2,382  | I                                | By<br>Katherine<br>M. Gehl<br>2005 Trust |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Person

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# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transacti<br>Code<br>(Instr. 8) | 5. Number on f 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<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |
| Stock<br>Option<br>(Right to<br>Buy) (2)            | \$ 17.45  |                                      |   |                                       |   | 01/06/2015   | 01/06/2025         | Common<br>Stock   | 1,000                                  |
| Stock<br>Option<br>(Right to<br>Buy) (2)            | \$ 19.65  |                                      |   |                                       |   | 05/28/2015   | 05/28/2025         | Common<br>Stock   | 1,000                                  |
| Stock<br>Option<br>(Right to<br>Buy) (2)            | \$ 18.97  |                                      |   |                                       |   | 12/31/2015   | 12/31/2025         | Common<br>Stock   | 583                                    |
| Stock<br>Option<br>(Right to<br>Buy) (2)            | \$ 31.55  | 12/29/2016                           |   | A                                     | 1,000   | 12/29/2016   | 12/29/2026         | Common<br>Stock   | 1,000                                  |

## **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
|                                | Director      | 10% Owner | Officer | Other |  |  |  |
| Gehl Katherine M.              |               |           |         |       |  |  |  |
| 5721 STATE ROAD 83             | X             |           |         |       |  |  |  |
| HARTLAND, WI 53029             |               |           |         |       |  |  |  |

# **Signatures**

/s/ Steven R. Barth, Attorney-in-Fact for Katherine M.
Gehl 12/30/2016

\*\*Signature of Reporting Person Date

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## **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 December 29, 2016 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) 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.