

MARCUS CORP  
Form 4  
December 30, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MILSTEIN PHILIP L**

(Last) (First) (Middle)

**OGDEN CAP PROPERTIES,  
LLC, 545 MADISON AVENUE,  
6TH FLOOR**

(Street)

**NEW YORK, NY 10022-4219**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/29/2016**

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/29/2016		A	1,250 (1)	\$ 0 66,463	D	

Common  
Stock

124,111

I

As co-trustee  
for SVM  
Foundation  
(2)

Common  
Stock

5,625

I

As trustee  
for A. B.  
Elbaum (2)

Common

8,100

I

By children

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Stock			(2)
Common Stock	2,000	I	By spouse (2)
Class B Common Stock	62,055	I	As partner of Northmon

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

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SEC 1474  
(9-02)

**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. Amount or Number of Shares
				Code	V	(A)	(D)		
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 Buy) <sup>(3)</sup>	\$ 10.78							05/28/2009 05/28/2019	Common Stock 500
Stock Option (Right to Buy) <sup>(3)</sup>	\$ 11.14							05/27/2010 05/27/2020	Common Stock 500
Stock Option (Right to Buy) <sup>(3)</sup>	\$ 10.5							05/26/2011 05/26/2021	Common Stock 500

Buy) <sup>(3)</sup>

Stock Option (Right to Buy) <sup>(3)</sup>	\$ 13.33				05/31/2012	05/31/2022	Common Stock	500
Stock Option (Right to Buy) <sup>(3)</sup>	\$ 13.45				05/30/2013	05/30/2023	Common Stock	1,000
Stock Option (Right to Buy) <sup>(3)</sup>	\$ 16.84				05/29/2014	05/29/2024	Common Stock	1,000
Stock Option (Right to Buy) <sup>(3)</sup>	\$ 19.65				05/28/2015	05/28/2025	Common Stock	1,000
Stock Option (Right to Buy) <sup>(3)</sup>	\$ 18.97				12/31/2015	12/31/2025	Common Stock	583
Stock Option (Right to Buy) <sup>(3)</sup>	\$ 31.55	12/29/2016	A	1,000	12/29/2016	12/29/2026	Common Stock	1,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILSTEIN PHILIP L OGDEN CAP PROPERTIES, LLC 545 MADISON AVENUE, 6TH FLOOR NEW YORK, NY 10022-4219		X		

## Signatures

/s/ Steven R. Barth, Attorney-in-Fact for Philip L.  
Milstein

12/30/2016

                    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) 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.

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- (2) The undersigned disclaims any beneficial interest in shares owned by his wife, children, held by him as trustee for Ms. Abby Black Elbaum, held by him as trustee for PLM Foundation, or held by him as co-trustee for SVM Foundation.
- (3) 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.

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