

Marcus Gregory S
Form 4
February 21, 2019

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
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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)

02/20/2019

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)

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	02/20/2019		A	(1) 11,600 D	\$ 0 173,783	D	
Common Stock					75	I	As custodian (2)
Common Stock					7,493.05 (3)	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)	8. Pr Deri Secu (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) (granted 7/28/09)	\$ 13.34					(4) 07/28/2019		Common Stock	12,496
Stock Option (right to buy) (granted 7/27/10)	\$ 11.89					(4) 07/27/2020		Common Stock	13,411
Stock Option (right to buy) (granted 7/26/11)	\$ 10					(4) 07/26/2021		Common Stock	60,000
Stock Option (right to buy) (granted 7/31/12)	\$ 13.12					(4) 07/31/2022		Common Stock	52,000
Stock Option (right to buy) (granted 7/30/13)	\$ 13.04					(4) 07/30/2023		Common Stock	57,500

Stock Option (right to buy) (granted 7/29/14)	\$ 18.34	<u>(4)</u>	07/29/2024	Common Stock	49,500
Stock Option (right to buy) (granted 7/28/15)	\$ 20.26	<u>(4)</u>	07/28/2025	Common Stock	44,100
Stock Option (right to buy) (granted 3/1/16)	\$ 18.68	<u>(4)</u>	03/01/2026	Common Stock	28,500
Stock Option (right to buy) (granted 2/28/17)	\$ 31.2	<u>(4)</u>	02/28/2027	Common Stock	40,000
Stock Option (right to buy) (granted 2/27/18)	\$ 27	<u>(4)</u>	02/27/2028	Common Stock	75,000
Class B Common Stock	<u>(5)</u>	<u>(6)</u>	<u>(7)</u>	Common Stock	191,056
Class B Common Stock	<u>(5)</u>	<u>(6)</u>	<u>(7)</u>	Common Stock	10,786
Class B Common Stock	<u>(5)</u>	<u>(6)</u>	<u>(7)</u>	Common Stock	8,388
Class B Common Stock	<u>(5)</u>	<u>(6)</u>	<u>(7)</u>	Common Stock	18,233

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

3

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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

02/21/2019

____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 February 20, 2019 vests and becomes exercisable as follows: 50% after 2nd anniversary of the date of grant and 100% after 4th anniversary of the date of grant.
- (2) As sole custodian of the Alexandra Marcus U/WI/UTMA.
- (3) Balance reflects the most current data available with regard to the reporting person's holdings in the 401(k) Plan.
- (4) 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.
- (5) This security is convertible into common stock on a 1-for-1 basis at no cost.
- (6) This security is immediately exercisable.
- (7) No expiration date.
- (8) As sole custodian of the Alexandra Marcus U/WI/UTMA, the Michael Marcus U/WI/UTMA, and the Samantha Marcus U/WI/UTMA.
- (9) 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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