

Edgar Filing: GERSHOWITZ DIANE M - Form 4

GERSHOWITZ DIANE M
Form 4
December 23, 2002

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5
obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

GERSHOWITZ, DIANE MARCUS

(Last) (First) (Middle)

c/o THE MARCUS CORPORATION
250 EAST WISCONSIN AVENUE

(Street)

MILWAUKEE, WI 53202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

THE MARCUS CORPORATION (NYSE: MCS)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Day/Year

December 20, 2002

5. If Amendment, Date of Original (Month/Day/Year)

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6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

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

7. Individual or Joint/Group Filing (Check applicable line)

- Form filed by one Reporting Person
 Form filed by more than one Reporting Person

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Table I -- Non-Derivative Securities Acquired, Disposed of,
or Beneficially Owned

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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)		
				Amount	(A) or (D)	Price

Common Stock						
Common Stock	12/20/02		S	2,900	D	\$15.00
Common Stock	12/20/02		S	100	D	\$15.02

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
 * If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

Persons who respond to the collection of information contained in this form are not required to provide the information unless the form displays a currently valid OMB control number.

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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5.

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1. Title of Derivative Security (Instr. 3)	2. Exercise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execu- tion Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Class B Common Stock	1 for 1					Immed	*
Class B Common Stock	1 for 1					Immed	*
Class B Common Stock	1 for 1					Immed	*
Class B Common Stock	1 for 1					Immed	*
Class B Common Stock	1 for 1					Immed	*
Class B Common Stock	1 for 1					Immed	*
Class B Common Stock	1 for 1					Immed	*
Stock Option (6)	\$12.11					9/29/94 9/29/04	*
Stock Option (6)	\$12.78					5/25/95 5/25/05	*
Stock Option (6)	\$17.17					5/30/96 5/30/06	*
Stock Option (6)	\$16.33					5/29/97 5/29/07	*
Stock Option (6)	\$18.125					5/28/98 5/28/08	*
Stock Option (6)	\$12.75					5/27/99 5/27/09	*
Stock Option (6)	\$11.00					5/25/00 5/25/10	*
Stock Option (6)	\$14.30					5/31/01 5/31/11	*
Stock Option (6)	\$14.13					5/30/02 5/30/12	*

Explanation of Responses:

* Common Stock

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- (1) Shares held by DG-LDJ Holdings, L.L.C.
- (2) As co-trustee with sister-in-law for brother's children.
- (3) As trustee for brother's children.
- (4) As co-trustee with brother of the shares held by the Ben Marcus and Celia Marcus 1992 Revoca
- (5) As co-trustee with brother of the shares held by the Ben Marcus Life Trust.
- (6) Granted pursuant to The Marcus Corporation 1994 Nonemployee Director Stock Option Plan.

** Intentional misstatements or omissions of facts constitute Federal
Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

DIANE MARCUS GE

/s/ Ralph J. Gu

By Ralph J. Gun

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
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