

MARCUS CORP
Form 4
October 07, 2004

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)

**C/O OGDEN CAP PROPERTIES,
LLC, 390 PARK AVENUE, SUITE
600**

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/06/2004

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) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 10/06/2004 | | A | | 392 | A | <u>11</u> 54,117 |
| Class B Common Stock | | | | | | | 39,601 |
| Class B Common Stock | | | | | | | 62,055 |
| Common | | | | | | | 8,100 |
| | | | | | | | As Partner of Northmon Investment Co. |
| | | | | | | | By Children |

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| | | | | |
|--------------|---------|---|--|-----|
| Stock | | | | (2) |
| Common Stock | 124,111 | I | By Self as Co-Trustee for SVM Foundation | (2) |
| Common Stock | 5,625 | I | By Self as Trustee for Abby Black Elbaum | (2) |
| Common Stock | 57,500 | I | By Self as Trustee for PLM Foundation | (2) |
| Common Stock | 2,000 | I | By Spouse | (2) |

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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) ⁽³⁾ | \$ 14.25 | | | | | 12/18/1996 | 12/18/2006 | Common Stock | 1,500 |
| Stock Option | \$ 16.33 | | | | | 05/29/1997 | 05/29/2007 | Common Stock | 750 |

(Right to
Buy) (3)

Stock

Option \$ 18.125
(Right to
Buy) (3)

05/28/1998

05/28/2008

Common
Stock

500

Stock

Option \$ 12.75
(Right to
Buy) (3)

05/27/1999

05/27/2009

Common
Stock

500

Stock

Option \$ 11
(Right to
Buy) (3)

05/25/2000

05/25/2010

Common
Stock

500

Stock

Option \$ 14.3
(Right to
Buy) (3)

05/31/2001

05/31/2011

Common
Stock

500

Stock

Option \$ 13.14
(Right to
Buy) (3)

05/30/2002

05/30/2012

Common
Stock

500

Stock

Option \$ 13.58
(Right to
Buy) (3)

05/29/2003

05/29/2013

Common
Stock

500

Stock

Option \$ 16.07
(Right to
Buy) (3)

05/27/2004

05/27/2014

Common
Stock

500

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MILSTEIN PHILIP L C/O OGDEN CAP PROPERTIES, LLC 390 PARK AVENUE, SUITE 600 NEW YORK, NY 10022 | X | | | |

Signatures

By: Ralph J. Gundrum,
Attorney-In-Fact

10/07/2004

**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) Grant by Issuer in consideration of service as a director.

(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 1994 Nonemployee Director Stock Option 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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