

MARCUS CORP
Form 4
December 30, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GERSHOWITZ DIANE M

(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)
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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	12/29/2016		A	(1)	1,250	\$ 0	13,911	D
Common Stock							350	I

By
DG-LDJ
Holdings,
LLC

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy) ⁽²⁾	\$ 23.37					05/31/2007 05/31/2017	Common Stock 500
Stock Option (Right to Buy) ⁽²⁾	\$ 17.17					05/29/2008 05/29/2018	Common Stock 500
Stock Option (Right to Buy) ⁽²⁾	\$ 10.78					05/28/2009 05/28/2019	Common Stock 500
Stock Option (Right to Buy) ⁽²⁾	\$ 11.14					05/27/2010 05/27/2020	Common Stock 500
Stock Option (Right to Buy) ⁽²⁾	\$ 10.5					05/26/2011 05/26/2021	Common Stock 500
Stock Option (Right to Buy) ⁽²⁾	\$ 13.33					05/31/2012 05/31/2022	Common Stock 500
Stock Option (Right to Buy) ⁽²⁾	\$ 13.45					05/30/2013 05/30/2023	Common Stock 1,000
Stock Option (Right to Buy) ⁽²⁾	\$ 16.84					05/29/2014 05/29/2024	Common Stock 1,000

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Stock Option (Right to Buy) ⁽²⁾	\$ 19.65				05/28/2015	05/28/2025	Common Stock	1,000
Stock Option (Right to Buy) ⁽²⁾	\$ 18.97				12/31/2015	12/31/2025	Common Stock	583
Stock Option (Right to Buy) ⁽²⁾	\$ 31.55	12/29/2016	A	1,000	12/29/2016	12/29/2026	Common Stock	1,000
Class B Common Stock	⁽³⁾				⁽⁴⁾	⁽⁵⁾	Common Stock	43,238
Class B Common Stock	⁽³⁾				⁽⁴⁾	⁽⁵⁾	Common Stock	2,832,14
Class B Common Stock	⁽³⁾				⁽⁴⁾	⁽⁵⁾	Common Stock	196,259
Class B Common Stock	⁽³⁾				⁽⁴⁾	⁽⁵⁾	Common Stock	50,845

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GERSHOWITZ DIANE M THE MARCUS CORPORATION 100 E. WISCONSIN AVE., SUITE 1900 MILWAUKEE, WI 53202	X			

Signatures

/s/ Steven R. Barth, Attorney-in-Fact for Diane M. Gershowitz

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) Granted pursuant to The Marcus Corporation 2004 Equity and Incentive Awards Plan.
- (3) This security is convertible into common stock on a 1-for-1 basis at no cost.
- (4) This security is immediately exercisable.
- (5) No expiration date.
- (6) As trustee for brother's children.
- (7) By the Ben and Celia Marcus 1992 Revocable Trust F/B/O Diane M. Gershowitz.

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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