

HAASE BRONSON J
Form 4
May 31, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HAASE BRONSON J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6948 N. WILDWOOD POINT RD.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/26/2011

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

HARTLAND, WI 53029

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/26/2011		A		1,000 (1)	A	\$ 0
					10,524	(2)	D

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)

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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 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⁾	\$ 10.0295					05/31/2001	05/31/2011	Common Stock	713
Stock Option (Right to Buy) ⁽³⁾	\$ 9.2159					05/30/2002	05/30/2012	Common Stock	713
Stock Option (Right to Buy) ⁽³⁾	\$ 9.5245					05/29/2003	05/29/2013	Common Stock	713
Stock Option (Right to Buy) ⁽³⁾	\$ 11.2709					05/27/2004	05/27/2014	Common Stock	713
Stock Option (Right to Buy) ⁽⁴⁾	\$ 15.6966					05/26/2005	05/26/2015	Common Stock	713
Stock Option (Right to Buy) ⁽⁴⁾	\$ 17.73					05/25/2006	05/25/2016	Common Stock	500
Stock Option (Right to Buy) ⁽⁴⁾	\$ 23.37					05/31/2007	05/31/2017	Common Stock	500
Stock Option (Right to Buy) ⁽⁴⁾	\$ 17.17					05/29/2008	05/29/2018	Common Stock	500

Stock Option (Right to Buy) ⁽⁴⁾	\$ 10.78	05/28/2009	05/28/2019	Common Stock	500
Stock Option (Right to Buy) ⁽⁴⁾	\$ 11.14	05/27/2010	05/27/2020	Common Stock	500
Stock Option (Right to Buy) ⁽⁴⁾	\$ 10.5	05/26/2011	05/26/2021	Common Stock	500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAASE BRONSON J 6948 N. WILDWOOD POINT RD. HARTLAND, WI 53029		X		

Signatures

/s/ Steven R. Barth, Attorney-in-Fact	05/31/2011
<small>__Signature of Reporting Person</small>	<small>Date</small>

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 May 26, 2011 vests and becomes exercisable as follows: 50% after 3rd anniversary of the date of grant and 100% after 5th anniversary of the date of grant or upon death, disability or retirement.
- (2) Includes 383 shares of Common Stock acquired through automatic reinvestment of dividends under the Marcus Corporation Dividend Reinvestment and Associate Stock Purchase Plan as of May 26, 2011.
- (3) Granted pursuant to The Marcus Corporation 1994 Nonemployee Director Stock Option Plan.
- (4) Granted pursuant to The Marcus Corporation 2004 Equity Incentive Plan.

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 not required to respond unless the form displays a currently valid OMB number.