

Marcus Gregory S
Form 4
May 21, 2012

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 *
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)
05/14/2012

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)
President and CEO

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) Code V Amount (D) Price			
Common Stock					53,266	D	
Common Stock					75	I	As custodian (1)
Common Stock					5,350 (2)	I	By 401(k) Plan

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

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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)	
					V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Class B Common Stock	(3)	05/14/2012		G	V		2,147	(4)	(5)	Common Stock	2,147
Class B Common Stock	(3)	05/14/2012		G	V		2,147	(4)	(5)	Common Stock	2,147
Stock Option (right to buy) (granted 7/11/02)	\$ 10.9062							(7)	07/11/2012	Common Stock	35,64
Stock Option (right to buy) (granted 9/8/03)	\$ 10.2469							(7)	09/08/2013	Common Stock	10,69
Stock Option (right to buy) (granted 8/18/04)	\$ 12.7298							(7)	08/18/2014	Common Stock	10,69
Stock Option (right to buy) (granted 10/6/05)	\$ 14.0694							(7)	10/06/2015	Common Stock	14,25
Stock Option	\$ 19.74							(7)	07/31/2016	Common Stock	15,00

(right to buy) (granted 7/31/06)						
Stock Option (right to buy) (granted 8/2/07)	\$ 20.4		<u>(7)</u>	08/02/2017	Common Stock	15,000
Stock Option (right to buy) (granted 7/29/08)	\$ 15.59		<u>(7)</u>	07/29/2018	Common Stock	100,000
Stock Option (right to buy) (granted 7/28/09)	\$ 13.34		<u>(7)</u>	07/28/2019	Common Stock	55,000
Stock Option (right to buy) (granted 7/27/10)	\$ 11.89		<u>(7)</u>	07/27/2020	Common Stock	60,000
Stock Option (right to buy) (granted 7/26/11)	\$ 10		<u>(7)</u>	07/26/2021	Common Stock	60,000
Class B Common Stock	<u>(3)</u>		<u>(4)</u>	<u>(5)</u>	Common Stock	8,388
Class B Common Stock	<u>(3)</u>		<u>(4)</u>	<u>(5)</u>	Common Stock	18,230

Reporting Owners

Reporting Owner Name / Address

Relationships

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

05/21/2012

__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) As sole custodian of the Alexandra Marcus U/WI/UTMA.
- (2) Balance reflects the most current data available with regard to the reporting person's holdings in the 401(k) 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 sole custodian of the Alexandra Marcus U/WI/UTMA, the Michael Marcus U/WI/UTMA, and the Samantha Marcus U/WI/UTMA.
- (7) 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.
- (8) 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. 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.