**MARCUS CORP** Form 4 May 11, 2012

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

MARCUS CORP [MCS]

Symbol

(Print or Type Responses)

MILSTEIN PHILIP L

1. Name and Address of Reporting Person \*

1(b).

					-	-		(Che	eck all applicat	ble)	
(Last)	(First)	(Middle)	3. Date of	of Earliest	Transactio	n					
				Day/Year)				_X_ Director		0% Owner	
	AP PROPERTIE		05/09/2	2012				Officer (gives	re title O below)	ther (specify	
LLC, 390 l	PARK AVE., SU	ITE 600							,		
	(Street)		4. If Am	endment,	Date Origin	nal		6. Individual or Joint/Group Filing(Check			
			Filed(Mo	onth/Day/Ye	ear)			Applicable Line)			
								_X_ Form filed by One Reporting Person			
NEW YOR	RK, NY 10022							Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tal	ole I - Non	-Derivativ	e Seci	urities Acq	uired, Disposed	of, or Benefic	ially Owned	
1.Title of	2. Transaction Date	2Δ Deem		3.	4. Secur		•	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)				or(A) or D		-	Securities	Ownership	Indirect	
(Instr. 3)		any		Code (Instr. 3, 4 and 5)					Form:	Beneficial	
		(Month/Da	ay/Year)	(Instr. 8)				Owned Following	Direct (D) or Indirect	Ownership (Instr. 4)	
						<i>(</i> • )		Reported	(I)	(111311. 4)	
						(A) or		Transaction(s)	(Instr. 4)		
				Code V	Amount		Price	(Instr. 3 and 4)			
Common	05/09/2012			M	712	٨	\$	2 222	D		
Stock	03/09/2012			IVI	713	A	9.2159	3,222	D		
										As	
										co-trustee	
Common								124,111	I	for SVM	
Stock								,		Foundation	
										<u>(1)</u>	
										As trustee	
Common								5,625	I	for A. B.	
Stock								3,023	1	Elbaum (1)	
C								57.500	т	_	
Common								57,500	I	As trustee	

### Edgar Filing: MARCUS CORP - Form 4

Stock			for PLM Foundation $\frac{(1)}{}$
Common Stock	8,100	I	By children
Common Stock	2,000	I	By spouse
Class B Common Stock	62,055	I	As partner of Northmon
Paminder: Penort on a senarate line for each class of securities beneficially owned direct	tly or indirectly		

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

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

SEC 1474 (9-02)

> 8. P Der Sec (Ins

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. Transacti Code (Instr. 8)	Deri Secu Acq (A) Disp of (I	ivative urities urities or posed D) tr. 3, 4,	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)	\$ 9.2159	05/09/2012		M		713	05/30/2002	05/30/2012	Common Stock	713
Stock Option (Right to Buy) (2)	\$ 9.5245						05/29/2003	05/29/2013	Common Stock	713
Stock Option (Right to Buy) (2)	\$ 11.2709						05/27/2004	05/27/2014	Common Stock	713
Stock Option	\$ 15.6966						05/26/2005	05/26/2015	Common Stock	713

### Edgar Filing: MARCUS CORP - Form 4

(Right to Buy) (3)					
Stock Option (Right to Buy) (3)	\$ 17.73	05/25/2006	05/25/2016	Common Stock	500
Stock Option (Right to Buy) (3)	\$ 23.37	05/31/2007	05/31/2017	Common Stock	500
Stock Option (Right to Buy) (3)	\$ 17.17	05/29/2008	05/29/2018	Common Stock	500
Stock Option (Right to Buy) (3)	\$ 10.78	05/28/2009	05/28/2019	Common Stock	500
Stock Option (Right to Buy) (3)	\$ 11.14	05/27/2010	05/27/2020	Common Stock	500
Stock Option (Right to Buy) (3)	\$ 10.5	05/26/2011	05/26/2021	Common Stock	500

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
2	Director	10% Owner	Officer	Other			
MILSTEIN PHILIP L OGDEN CAP PROPERTIES, LLC 390 PARK AVE., SUITE 600 NEW YORK, NY 10022	X						

## **Signatures**

/s/ Steven R. Barth, Attorney-in-Fact for Philip L.
Milstein

05/11/2012

\*\*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)

Reporting Owners 3

### Edgar Filing: MARCUS CORP - Form 4

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.

- (2) Granted pursuant to The Marcus Corporation 1994 Nonemployee Director Stock Option Plan.
- (3) 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.