#### GERSHOWITZ DIANE M

Form 4 June 04, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

0.5

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Check this box

obligations may continue. See Instruction

**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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading GERSHOWITZ DIANE M Issuer Symbol MARCUS CORP [MCS] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner \_\_ Other (specify Officer (give title THE MARCUS 05/31/2012 CORPORATION, 100 E. **WISCONSIN AVE., SUITE 1900** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting MILWAUKEE, WI 53202

| (City)                 | (State) (                            | Zip) Table                    | e I - Non-D      | erivative S         | Securi           | ities Ac | quired, Disposed  | of, or Beneficia          | ally Owned                       |
|------------------------|--------------------------------------|-------------------------------|------------------|---------------------|------------------|----------|---|---------------------------|----------------------------------|
| 1.Title of<br>Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if | 3.<br>Transactio | 4. Securi           |                  | or       | 5. Amount of Securities                                     | 6. Ownership Form: Direct | 7. Nature of Indirect            |
| (Instr. 3)             |                                      | any<br>(Month/Day/Year)       | Code (Instr. 8)  | Disposed (Instr. 3, | •                | ·        | Beneficially<br>Owned                                       | (D) or<br>Indirect (I)    | Beneficial<br>Ownership          |
|                        |                                      | (1.1011111)                   | Code V           | Amount              | (A)<br>or<br>(D) | Price    | Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | (Instr. 4)                | (Instr. 4)                       |
| Common<br>Stock        | 05/31/2012                           |                               | A                | 1,000<br>(1)        | A                | \$0      | 5,444   | D                         |                                  |
| Common<br>Stock        |                                      |                               |                  |                     |                  |          | 350   | I                         | By<br>DG-LDJ<br>Holdings,<br>LLC |

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

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#### number.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) |         | 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<br>Exercisable                                      | Expiration<br>Date | Title   | Amount or<br>Number of<br>Shares |
| Class B<br>Common<br>Stock                          | (2)   |                                      |   |  |         | (3)  | <u>(4)</u>         | Common<br>Stock   | 125,389                          |
| Class B<br>Common<br>Stock                          | <u>(2)</u>  |                                      |   |  |         | (3)  | <u>(4)</u>         | Common<br>Stock   | 2,832,148                        |
| Class B<br>Common<br>Stock                          | (2)   |                                      |   |  |         | (3)  | <u>(4)</u>         | Common<br>Stock   | 196,259                          |
| Class B<br>Common<br>Stock                          | <u>(2)</u>  |                                      |   |  |         | (3)  | <u>(4)</u>         | Common<br>Stock   | 50,845                           |
| Stock Option (Right to Buy) (7)                     | \$ 13.33  | 05/31/2012                           |   | A                                      | 500     | 05/31/2012   | 05/31/2022         | Common<br>Stock   | 500                              |
| Stock<br>Option<br>(Right to<br>Buy) (8)            | \$ 9.5245   |                                      |   |  |         | 05/29/2003   | 05/29/2013         | Common<br>Stock   | 713                              |
| Stock<br>Option<br>(Right to<br>Buy) (8)            | \$ 11.2709  |                                      |   |  |         | 05/27/2004   | 05/27/2014         | Common<br>Stock   | 713                              |
| Stock Option (Right to Buy) (7)                     | \$ 15.6966  |                                      |   |  |         | 05/26/2005   | 05/26/2015         | Common<br>Stock   | 713                              |
|   | \$ 17.73  |                                      |   |  |         | 05/25/2006   | 05/25/2016         |   | 500                              |

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| Stock<br>Option<br>(Right to<br>Buy) (7) |          |            |            | Common<br>Stock |     |
|--|----------|------------|------------|-----------------|-----|
| Stock Option (Right to Buy) (7)          | \$ 23.37 | 05/31/2007 | 05/31/2017 | Common<br>Stock | 500 |
| Stock Option (Right to Buy) (7)          | \$ 17.17 | 05/29/2008 | 05/29/2018 | Common<br>Stock | 500 |
| Stock Option (Right to Buy) (7)          | \$ 10.78 | 05/28/2009 | 05/28/2019 | Common<br>Stock | 500 |
| Stock<br>Option<br>(Right to<br>Buy) (7) | \$ 11.14 | 05/27/2010 | 05/27/2020 | Common<br>Stock | 500 |
| Stock<br>Option<br>(Right to<br>Buy) (7) | \$ 10.5  | 05/26/2011 | 05/26/2021 | Common<br>Stock | 500 |

# **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |         |       |  |  |
|--|---------------|-----------|---------|-------|--|--|
| 1  | Director      | 10% Owner | Officer | Other |  |  |
| GERSHOWITZ DIANE M<br>THE MARCUS CORPORATION<br>100 E. WISCONSIN AVE., SUITE 1900<br>MILWAUKEE, WI 53202 | X             |           |         |       |  |  |

## **Signatures**

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

Gershowitz

06/04/2012

\*\*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) Restricted stock granted May 31, 2012 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.
- (2) This security is convertible into common stock on a 1-for-1 basis at no cost.

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- (3) This security is immediately exercisable.
- (4) No expiration date.
- (5) As trustee for brother's children.
- (6) By the Ben and Celia Marcus 1992 Revocable Trust F/B/O Diane M. Gershowitz.
- (7) Granted pursuant to The Marcus Corporation 2004 Equity Incentive Plan.
- (8) 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. 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.