MARCUS CORP Form 4

FORM 4

June 04, 2013

OMB APPROVAL

3235-0287

OMB

Number:

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 * MILSTEIN PHILIP L			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle) OGDEN CAP PROPERTIES, LLC, 390 PARK AVE., SUITE 600		(Middle)	MARCUS CORP [MCS] 3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year) 05/30/2013	X Director 10% Owner Officer (give title below) Other (specify below)		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
NEW YORK, NY 10022			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	^(Zip) Tabl	e I - Non-E	Derivative	Secur	ities A	cquired, Disposed	l of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	l (A) o l of (D))	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/30/2013		A	1,250 (1)	A	\$0	6,938	D	
Common Stock							124,111	I	As co-trustee for SVM Foundation (2)
Common Stock							5,625	I	As trustee for A. B. Elbaum (2)
Common Stock							57,500	I	As trustee for PLM

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			Foundation (2)
Common Stock	8,100	I	By children (2)
Common Stock	2,000	I	By spouse (2)
Class B Common Stock	62,055	I	As partner of Northmon
Reminder: Report on a separate line for each class of securities ben	eficially owned directly or indirectly.		
	Persons who respond to the conformation contained in this for required to respond unless the displays a currently valid OME number.	orm are not form	SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transac Code (Instr. 8		5. Numof Deriva Securi Acqui (A) or Dispo of (D) (Instr. and 5)	ative ities red sed 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) (4)	\$ 13.45	05/30/2013		A		753		05/30/2013	05/30/2023	Common Stock	753
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	\$ 17.73							05/25/2006	05/25/2016	Common Stock	500

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Buy) (4)					
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
Stock Option (Right to Buy) (4)	\$ 13.33	05/31/2012	05/31/2022	Common Stock	500

Reporting Owners

Reporting Owner Name / Address	Relationships							
. 9	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

**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 30, 2013 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.

Reporting Owners 3

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- (2) 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.
- (3) Granted pursuant to The Marcus Corporation 1994 Nonemployee Director Stock Option Plan.
- (4) Granted pursuant to The Marcus Corporation 2004 Equity and Incentive Awards 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.