MARCUS CORP
Form 4
February 17, 2016

FORM 4

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

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	2. Issuer Name **and** Ticker or Trading Symbol **MARCUS CORP [MCS]**	5. Relationship of Reporting Person(s) to Issuer
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/15/2016	(Check all applicable) _____ Director _____ 10% Owner __X__ Officer (give title _____ Other (specify below) below) President and CEO
THE MARCUS CORPORATION, 100 E. WISCONSIN AVE., SUITE 1900		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
MILWAUKEE, WI 53202		
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/15/2016		A		6,300 (9)	A	$ 0	97,281	D	
Common Stock								75	I	As custodian (1)
Common Stock								6,863 (2)	I	By 401(k) Plan

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

required to respond unless the form displays a currently valid OMB control number.

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)		8. Pr Deri Secu (Inst
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy) (granted 7/28/15)	$ 20.26							(3)	07/28/2025	Common Stock	44,100	
Stock Option (right to buy) (granted 7/31/06)	$ 19.74							(3)	07/31/2016	Common Stock	15,000	
Stock Option (right to buy) (granted 8/2/07)	$ 20.4							(3)	08/02/2017	Common Stock	15,000	
Stock Option (right to buy) (granted 7/29/08)	$ 15.59							(3)	07/29/2018	Common Stock	100,000	
Stock Option (right to buy) (granted 7/28/09)	$ 13.34							(3)	07/28/2019	Common Stock	55,000	

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Stock Option (right to buy) (granted 7/27/10)	$ 11.89			(3)	07/27/2020	Common Stock	60,000
Stock Option (right to buy) (granted 7/26/11)	$ 10			(3)	07/26/2021	Common Stock	60,000
Stock Option (right to buy) (granted 7/31/12)	$ 13.12			(3)	07/31/2022	Common Stock	52,000
Stock Option (right to buy) (granted 7/30/13)	$ 13.04			(3)	07/30/2023	Common Stock	57,500
Stock Option (right to buy) (granted 7/29/14)	$ 18.34			(3)	07/29/2024	Common Stock	49,500
Class B Common Stock	(4)			(5)	(6)	Common Stock	191,056
Class B Common Stock	(4)			(5)	(6)	Common Stock	10,786
Class B Common Stock	(4)			(5)	(6)	Common Stock	8,388
Class B Common Stock	(4)			(5)	(6)	Common Stock	18,233

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

02/17/2016

**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)   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.

(4)   This security is convertible into common stock on a 1-for-1 basis at no cost.

(5)   This security is immediately exercisable.

(6)   No expiration date.

(7)   As sole custodian of the Alexandra Marcus U/WI/UTMA, the Michael Marcus U/WI/UTMA, and the Samantha Marcus U/WI/UTMA.

(8)   As trustee of the Gabriella Marcus Trust, the Daniella Marcus Trust and the Jessica Marcus Trust.

(9)   Restricted stock granted January 15, 2016 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.

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.