

Edgar Filing: MARCUS STEPHEN H - Form 4

MARCUS STEPHEN H
Form 4
December 26, 2002

OMB APPROVAL

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5
obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

MARCUS, STEPHEN H.

(Last)

(First)

(Middle)

c/o THE MARCUS CORPORATION
250 EAST WISCONSIN AVENUE

(Street)

MILWAUKEE, WI 53202

(City)

(State)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

THE MARCUS CORPORATION (NYSE: MCS)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Day/Year

December 23, 2002

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer

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(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 President, Chairman of the Board and CEO

7. 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)		
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/20/02		C	V	35,000	A	--
Common Stock	12/20/02		G	V	35,000	D	--
Common Stock							
Common Stock							
Common Stock	12/23/02		S		3,000	D	\$15.03
Common Stock	12/24/02		S		100	D	\$15.29
Common Stock	12/24/02		S		2,900	D	\$15.25

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
 * If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

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FORM 4 (continued)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	3A. Execu- tion Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Class B Common Stock	1 for 1	12/20/02		C V	35,000	Immed	* 35,000
Class B Common Stock	1 for 1					Immed	*
Class B Common Stock	1 for 1					Immed	*
Class B Common Stock	1 for 1					Immed	*
Class B Common Stock	1 for 1					Immed	*
Class B Common Stock	1 for 1					Immed	*
Class B Common Stock	1 for 1					Immed	*

Explanation of Responses:

- * Common Stock
- (1) Balance reflects the most current data available with regard to the reporting person's holding
- (2) As co-trustee with sister of the shares held by the Ben and Celia Marcus 1992 Revocable Trust
- (3) As co-trustee with sister of the shares held by the Ben Marcus Life Trust.

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** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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 form displays a currently valid OMB Number.

STEPHEN H. MARCO

/s/ Ralph J. Gun

** Signature of
By Ralph J. Gun