

MARCUS CORP  
Form 4  
May 11, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
MILSTEIN PHILIP L

(Last) (First) (Middle)

OGDEN CAP PROPERTIES,  
LLC, 390 PARK AVE., SUITE 600

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MARCUS CORP [MCS]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/09/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. 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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                         |   |  |   |
| Common Stock                    | 05/09/2012                           |  | M                              | 713 A \$ 9.2159   | 3,222   | D  |   |
| Common Stock                    |                                      |  |                                |   | 124,111   | I  | As co-trustee for SVM Foundation <sup>(1)</sup>       |
| Common Stock                    |                                      |  |                                |   | 5,625   | I  | As trustee for A. B. Elbaum <sup>(1)</sup>            |
| Common                          |                                      |  |                                |   | 57,500  | I  | As trustee  |

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|                      |  |  |  |        |   |                           |
|----------------------|--|--|--|--------|---|---------------------------|
| Stock                |  |  |  |        |   | for PLM Foundation<br>(1) |
| Common Stock         |  |  |  | 8,100  | I | By children<br>(1)        |
| Common Stock         |  |  |  | 2,000  | I | By spouse<br>(1)          |
| Class B Common Stock |  |  |  | 62,055 | I | As partner of Northmon    |

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

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SEC 1474  
(9-02)

**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. P Derivative Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                       | Amount or Number of Shares |
| Stock Option (Right to Buy) <sup>(2)</sup> | \$ 9.2159  | 05/09/2012                           |  | M                              | 713   | 05/30/2002   | 05/30/2012  | Common Stock                                | 713                        |
| Stock Option (Right to Buy) <sup>(2)</sup> | \$ 9.5245  |                                      |  |                                |   | 05/29/2003   | 05/29/2013  | Common Stock                                | 713                        |
| Stock Option (Right to Buy) <sup>(2)</sup> | \$ 11.2709   |                                      |  |                                |   | 05/27/2004   | 05/27/2014  | Common Stock                                | 713                        |
| Stock Option                               | \$ 15.6966   |                                      |  |                                |   | 05/26/2005   | 05/26/2015  | Common Stock                                | 713                        |

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

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| MILSTEIN PHILIP L<br>OGDEN CAP PROPERTIES, LLC<br>390 PARK AVE., SUITE 600<br>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)

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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.

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