

MILSTEIN PHILIP L
Form 4
December 28, 2018

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MILSTEIN PHILIP L

(Last) (First) (Middle)

OGDEN CAP PROPERTIES,
LLC, 545 MADISON AVENUE,
6TH FLOOR

(Street)

NEW YORK, NY 10022-4219

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/27/2018

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 (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)
Common Stock	12/27/2018		A ⁽¹⁾	1,500 A \$ 0	47,260	D	
Common Stock					10,244	I	As trustee for PLM Foundation
Common Stock					124,111	I	As co-trustee for SVM Foundation ⁽²⁾
Common					8,100	I	By children

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Stock			(2)
Common			
Stock	2,000	I	By spouse (2)

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. D S (I
				Code	V	(A)	(D)	
Stock Option (Right to Buy) (3)	\$ 38.51	12/27/2018		A	1,000	12/27/2018	12/27/2028	Common Stock 1,000
Stock Option (Right to Buy) (3)	\$ 10.78					05/28/2009	05/28/2019	Common Stock 500
Stock Option (Right to Buy) (3)	\$ 11.14					05/27/2010	05/27/2020	Common Stock 500
Stock Option (Right to Buy) (3)	\$ 10.5					05/26/2011	05/26/2021	Common Stock 500
Stock Option (Right to Buy) (3)	\$ 13.33					05/31/2012	05/31/2022	Common Stock 500
Stock Option	\$ 13.45					05/30/2013	05/30/2023	Common Stock 1,000

(Right to
Buy) ⁽³⁾

Stock

Option
(Right to
Buy) ⁽³⁾

\$ 16.84

05/29/2014 05/29/2024

Common
Stock

1,000

Stock

Option
(Right to
Buy) ⁽³⁾

\$ 19.65

05/28/2015 05/28/2025

Common
Stock

1,000

Stock

Option
(Right to
Buy) ⁽³⁾

\$ 18.97

12/31/2015 12/31/2025

Common
Stock

583

Stock

Option
(Right to
Buy) ⁽³⁾

\$ 31.55

12/29/2016 12/29/2026

Common
Stock

1,000

Stock

Option
(Right to
Buy) ⁽³⁾

\$ 27.2

12/28/2017 12/28/2027

Common
Stock

1,000

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

MILSTEIN PHILIP L
OGDEN CAP PROPERTIES, LLC
545 MADISON AVENUE, 6TH FLOOR
NEW YORK, NY 10022-4219

X

Signatures

/s/ Steven R. Barth, Attorney-in-Fact for Philip L.
Milstein

12/28/2018

 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 December 27, 2018 vests and becomes exercisable as follows: 50% after 2nd anniversary of the date of grant and 100% after 4th anniversary of the date of grant.

(2) The undersigned disclaims any beneficial interest in shares owned by his wife, children, 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 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.

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