

MARCUS CORP
 Form 4
 June 04, 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)
05/31/2012

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 (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 Ownership (Instr. 4)
Common Stock	05/31/2012		A	V 1,000 (1)	\$ 0 4,222	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

Edgar Filing: MARCUS CORP - Form 4

Class of Security	Quantity	Code	Beneficial Owner
Common Stock	8,100	I	Foundation ⁽²⁾ 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 beneficially owned directly or indirectly.

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

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	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock Option (Right to Buy) ⁽³⁾	\$ 13.33	05/31/2012		A	500	05/31/2012 05/31/2022	Common Stock	500	
Stock Option (Right to Buy) ⁽⁴⁾	\$ 9.5245					05/29/2003 05/29/2013	Common Stock	713	
Stock Option (Right to Buy) ⁽⁴⁾	\$ 11.2709					05/27/2004 05/27/2014	Common Stock	713	
Stock Option (Right to	\$ 15.6966					05/26/2005 05/26/2015	Common Stock	713	

Buy) ⁽³⁾					
Stock Option (Right to Buy) ⁽³⁾	\$ 17.73		05/25/2006	05/25/2016	Common Stock 500
Stock Option (Right to Buy) ⁽³⁾	\$ 23.37		05/31/2007	05/31/2017	Common Stock 500
Stock Option (Right to Buy) ⁽³⁾	\$ 17.17		05/29/2008	05/29/2018	Common Stock 500
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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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 06/04/2012

 **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) Restricted stock granted May 31, 2012 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.

Edgar Filing: MARCUS CORP - Form 4

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