

GERSHOWITZ DIANE M
Form 4
April 10, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
GERSHOWITZ DIANE M

(Last) (First) (Middle)

THE MARCUS CORPORATION, 100 E. WISCONSIN AVE., SUITE 1900

(Street)

MILWAUKEE, WI 53202

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/06/2018

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) | | 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 (D) Price | | | | |
| Common Stock | 04/06/2018 | | S | | 12,750 (1) | \$ 30.8557 (2) | 0 | I | As Trustee (3) |
| Common Stock | | | | | | 7,482 | D | | |
| Common Stock | | | | | | 350 | I | By DG-LDJ Holdings, LLC | |

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

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(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock | (4) | | | | | (5) | (6) | Common Stock | 28,275 |
| Stock Option (Right to Buy) (7) | \$ 17.17 | | | | | 05/29/2008 | 05/29/2018 | Common Stock | 500 |
| Stock Option (Right to Buy) (7) | \$ 10.78 | | | | | 05/28/2009 | 05/28/2019 | Common Stock | 500 |
| Stock Option (Right to Buy) (7) | \$ 11.14 | | | | | 05/27/2010 | 05/27/2020 | Common Stock | 500 |
| Stock Option (Right to Buy) (7) | \$ 10.5 | | | | | 05/26/2011 | 05/26/2021 | Common Stock | 500 |
| Stock Option (Right to Buy) (7) | \$ 13.33 | | | | | 05/31/2012 | 05/31/2022 | Common Stock | 500 |
| Stock Option (Right to Buy) (7) | \$ 13.45 | | | | | 05/30/2013 | 05/30/2023 | Common Stock | 1,000 |

| | | | | | |
|---|----------------|----------------|----------------|-----------------|-----------|
| Stock Option (Right to Buy) ⁽⁷⁾ | \$ 16.84 | 05/29/2014 | 05/29/2024 | Common Stock | 1,000 |
| Stock Option (Right to Buy) ⁽⁷⁾ | \$ 19.65 | 05/28/2015 | 05/28/2025 | Common Stock | 1,000 |
| Stock Option (Right to Buy) ⁽⁷⁾ | \$ 18.97 | 12/31/2015 | 12/31/2025 | Common Stock | 583 |
| Stock Option (Right to Buy) ⁽⁷⁾ | \$ 31.55 | 12/29/2016 | 12/29/2026 | Common Stock | 1,000 |
| Stock Option (Right to Buy) ⁽⁷⁾ | \$ 27.2 | 12/28/2017 | 12/28/2027 | Common Stock | 1,000 |
| Class B Common Stock | ⁽⁴⁾ | ⁽⁵⁾ | ⁽⁶⁾ | Common Stock | 2,832,148 |
| Class B Common Stock | ⁽⁴⁾ | ⁽⁵⁾ | ⁽⁶⁾ | Common Stock | 183,628 |
| Class B Common Stock | ⁽⁴⁾ | ⁽⁵⁾ | ⁽⁶⁾ | Common Stock | 50,845 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GERSHOWITZ DIANE M THE MARCUS CORPORATION 100 E. WISCONSIN AVE., SUITE 1900 MILWAUKEE, WI 53202 | | X | | |

Signatures

/s/ Steven R. Barth, Attorney-in-Fact for Diane M. Gershowitz

04/10/2018

 **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) Includes 119 shares acquired under a dividend reinvestment plan in exempt transactions not required to be reported pursuant to Rule 16(a)-11.

The price in Column 4 is a weighted average price. The prices actually received ranged from \$30.80 to \$30.95. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing an average weighted price.

(3) As trustee for brother's children.

(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) Granted pursuant to The Marcus Corporation 2004 Equity and Incentive Awards Plan.

(8) By the Ben and Celia Marcus 1992 Revocable Trust F/B/O Diane M. Gershowitz.

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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