

MILSTEIN PHILIP L
 Form 4
 November 27, 2018

FORM 4

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

OMB APPROVAL

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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, 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)
 11/27/2018

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 | | | | (A) Price | 45,760 | D | |
| Common Stock | 11/27/2018 | | S | 5,000 D \$ 42.3238 (1) | 10,244 | I | As trustee for PLM Foundation (2) |
| Common Stock | | | | | 124,111 | I | As co-trustee for SVM Foundation (2) |

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| | | | |
|--------------|-------|---|--------------------|
| Common Stock | 8,100 | I | By children (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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(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. Price of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| 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 (Right to Buy) ⁽³⁾ | \$ 13.45 | | | | | 05/30/2013 05/30/2023 | | Common Stock | 1,000 |

| | | | | | | |
|---|----------|------------|------------|-----------------|-------|--|
| 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

11/27/2018

**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) The price in Column 4 is a weighted average price. The prices actually received ranged from \$42.2969 to \$42.3428. 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 a weighted average price.
- (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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