

MARCUS CORP  
Form 4  
January 17, 2014

**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 \*  
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)

01/16/2014

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of<br>(A) or (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 01/16/2014                              |                                                             | C                                       | V 21,441 A \$ 0                                                               | 30,354                                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock                       | 01/16/2014                              |                                                             | G                                       | V 21,441 D \$ 0                                                               | 8,913                                                                                                              | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                               | 350                                                                                                                | I                                                                    | By<br>DG-LDJ<br>Holdings,<br>LLC                                  |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                  |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|----------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount or<br>Number of<br>Shares |
| Class B<br>Common<br>Stock                          | <u>(1)</u>                                                         | 01/16/2014                              |                                                             | C                                    | 21,441                                                                                                       | <u>(2)</u>                                                     | <u>(3)</u>         | Common<br>Stock                                                     | 21,441                           |
| Class B<br>Common<br>Stock                          | <u>(1)</u>                                                         |                                         |                                                             |                                      |                                                                                                              | <u>(2)</u>                                                     | <u>(3)</u>         | Common<br>Stock                                                     | 2,832,100                        |
| Class B<br>Common<br>Stock                          | <u>(1)</u>                                                         |                                         |                                                             |                                      |                                                                                                              | <u>(2)</u>                                                     | <u>(3)</u>         | Common<br>Stock                                                     | 196,250                          |
| Class B<br>Common<br>Stock                          | <u>(1)</u>                                                         |                                         |                                                             |                                      |                                                                                                              | <u>(2)</u>                                                     | <u>(3)</u>         | Common<br>Stock                                                     | 50,840                           |
| Stock<br>Option<br>(Right to<br>Buy) <u>(6)</u>     | \$ 11.2709                                                         |                                         |                                                             |                                      |                                                                                                              | 05/27/2004                                                     | 05/27/2014         | Common<br>Stock                                                     | 713                              |
| Stock<br>Option<br>(Right to<br>Buy) <u>(7)</u>     | \$ 15.6966                                                         |                                         |                                                             |                                      |                                                                                                              | 05/26/2005                                                     | 05/26/2015         | Common<br>Stock                                                     | 713                              |
| Stock<br>Option<br>(Right to<br>Buy) <u>(7)</u>     | \$ 17.73                                                           |                                         |                                                             |                                      |                                                                                                              | 05/25/2006                                                     | 05/25/2016         | Common<br>Stock                                                     | 500                              |
| Stock<br>Option<br>(Right to<br>Buy) <u>(7)</u>     | \$ 23.37                                                           |                                         |                                                             |                                      |                                                                                                              | 05/31/2007                                                     | 05/31/2017         | Common<br>Stock                                                     | 500                              |

|                                                 |          |            |            |                 |       |
|-------------------------------------------------|----------|------------|------------|-----------------|-------|
| Stock<br>Option<br>(Right to<br>Buy) <u>(7)</u> | \$ 17.17 | 05/29/2008 | 05/29/2018 | Common<br>Stock | 500   |
| Stock<br>Option<br>(Right to<br>Buy) <u>(7)</u> | \$ 10.78 | 05/28/2009 | 05/28/2019 | Common<br>Stock | 500   |
| Stock<br>Option<br>(Right to<br>Buy) <u>(7)</u> | \$ 11.14 | 05/27/2010 | 05/27/2020 | Common<br>Stock | 500   |
| Stock<br>Option<br>(Right to<br>Buy) <u>(7)</u> | \$ 10.5  | 05/26/2011 | 05/26/2021 | Common<br>Stock | 500   |
| Stock<br>Option<br>(Right to<br>Buy) <u>(7)</u> | \$ 13.33 | 05/31/2012 | 05/31/2022 | Common<br>Stock | 500   |
| Stock<br>Option<br>(Right to<br>Buy) <u>(7)</u> | \$ 13.45 | 05/30/2013 | 05/30/2023 | Common<br>Stock | 1,000 |

## Reporting Owners

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

## Signatures

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

01/17/2014

        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) This security is convertible into common stock on a 1-for-1 basis at no cost.

(2) This security is immediately exercisable.

(3) No expiration date.

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- (4) As trustee for brother's children.
- (5) By the Ben and Celia Marcus 1992 Revocable Trust F/B/O Diane M. Gershowitz.
- (6) Granted pursuant to The Marcus Corporation 1994 Nonemployee Director Stock Option Plan.
- (7) 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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