

HAASE BRONSON J
Form 4
December 02, 2008

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 *
HAASE BRONSON J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6948 N. WILDWOOD POINT RD.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/28/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

HARTLAND, WI 53029

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 11/28/2008 | | M | V Amount (A) or (D) Price 1,426 A \$ 9.6876 | 5,809 ⁽¹⁾ | D | |

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)

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| 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. | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) ⁽²⁾ | \$ 9.6876 | 11/28/2008 | | M | | 1,426 | | 12/17/1998 | 12/17/2008 | Common Stock | 1,426 |
| Stock Option (Right to Buy) ⁽²⁾ | \$ 8.9424 | | | | | | | 05/27/1999 | 05/27/2009 | Common Stock | 713 |
| Stock Option (Right to Buy) ⁽²⁾ | \$ 7.715 | | | | | | | 05/25/2000 | 05/25/2010 | Common Stock | 713 |
| Stock Option (Right to Buy) ⁽²⁾ | \$ 10.0295 | | | | | | | 05/31/2001 | 05/31/2011 | Common Stock | 713 |
| Stock Option (Right to Buy) ⁽²⁾ | \$ 9.2159 | | | | | | | 05/30/2002 | 05/30/2012 | Common Stock | 713 |
| Stock Option (Right to Buy) ⁽²⁾ | \$ 9.5245 | | | | | | | 05/29/2003 | 05/29/2013 | Common Stock | 713 |
| Stock Option (Right to Buy) ⁽²⁾ | \$ 11.2709 | | | | | | | 05/27/2004 | 05/27/2014 | Common Stock | 713 |
| Stock Option (Right to Buy) ⁽³⁾ | \$ 15.6966 | | | | | | | 05/26/2005 | 05/26/2015 | Common Stock | 713 |
| Stock Option | \$ 17.73 | | | | | | | 05/25/2006 | 05/25/2016 | Common Stock | 500 |

(Right to Buy) (3)

| | | | | | |
|--|----------|------------|------------|--------------|-----|
| Stock Option (Right to Buy) <u>(3)</u> | \$ 23.37 | 05/31/2007 | 05/31/2017 | Common Stock | 500 |
|--|----------|------------|------------|--------------|-----|

| | | | | | |
|--|----------|------------|------------|--------------|-----|
| Stock Option (Right to Buy) <u>(3)</u> | \$ 17.17 | 05/29/2008 | 05/29/2018 | Common Stock | 500 |
|--|----------|------------|------------|--------------|-----|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HAASE BRONSON J 6948 N. WILDWOOD POINT RD. HARTLAND, WI 53029 | X | | | |

Signatures

/s/ Steven R. Barth, Attorney-in-Fact 12/02/2008

 **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 112 shares of Common Stock acquired through automatic reinvestment of dividends under the Marcus Corporation Dividend Reinstatement and Associate Stock Purchase Plan as of November 28, 2008.
- (2) Granted pursuant to The Marcus Corporation 1994 Nonemployee Director Stock Option Plan.
- (3) Granted pursuant to The Marcus Corporation 2004 Equity Incentive 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.