MARCUS CORP Form 4 May 22, 2014

FORM 4

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

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **ERICSON JAMES D** Issuer Symbol MARCUS CORP [MCS] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Other (specify Officer (give title 777 E. WISCONSIN AVE.,, SUITE 05/20/2014 below) 3010 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting MILWAUKEE, WI 53202

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired (A) 5. Amount of 7. Nature of 3. 6. Transactionr Disposed of (D) Security (Month/Day/Year) Execution Date, if Securities Ownership Indirect

(Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Common \$

05/20/2014 D M 713 Α 15,048 Stock 11.2709

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transac Code (Instr. 8			ative ities ared seed 3, 4,	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
Stock Option (Right to Buy) (1)	\$ 11.2709	05/20/2014		M		713		05/27/2004	05/27/2014	Common Stock	713
Stock Option (Right to Buy) (2)	\$ 15.6966							05/26/2005	05/26/2015	Common Stock	713
Stock Option (Right to Buy) (2)	\$ 17.73							05/25/2006	05/25/2016	Common Stock	500
Stock Option (Right to Buy) (2)	\$ 23.37							05/31/2007	05/31/2017	Common Stock	500
Stock Option (Right to Buy) (2)	\$ 17.17							05/29/2008	05/29/2018	Common Stock	500
Stock Option (Right to Buy) (2)	\$ 10.78							05/28/2009	05/28/2019	Common Stock	500
Stock Option (Right to Buy) (2)	\$ 11.14							05/27/2010	05/27/2020	Common Stock	500
Stock Option (Right to Buy (2)	\$ 10.5							05/26/2011	05/26/2021	Common Stock	500
	\$ 13.33							05/31/2012	05/31/2022		500

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Stock Option (Right to Buy) (2)				Common Stock	
Stock Option (Right to Buy) (2)	\$ 13.45	05/30/2013	05/30/2023	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
ERICSON JAMES D 777 E. WISCONSIN AVE., SUITE 3010 MILWAUKEE, WI 53202	X					

Signatures

/s/ Steven R. Barth, Attorney-in-Fact for James D.
Ericson 05/22/2014

**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) Granted pursuant to The Marcus Corporation 1994 Nonemployee Director Stock Option Plan.
- (2) 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. 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.

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