

MILSTEIN PHILIP L  
Form 4  
June 08, 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 \*  
MILSTEIN PHILIP L

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)

3. Date of Earliest Transaction (Month/Day/Year)  
06/07/2018

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

OGDEN CAP PROPERTIES, LLC, 545 MADISON AVENUE, 6TH FLOOR

(Street)

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

NEW YORK, NY 10022-4219

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |  |
| Common Stock                    |                                      |  |                                |   | 45,760  | D  |  |
| Common Stock                    | 06/07/2018                           |  | S                              | 10,000  | \$ 31,522.31 (1)  | D  | 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<br>(2) |
| Common Stock | 2,000 | I | By spouse<br>(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) <sup>(3)</sup> | \$ 10.78   |                                      |  |                                |   | 05/28/2009 05/28/2019                                    |   | Common Stock                                       | 500                        |
| Stock Option (Right to Buy) <sup>(3)</sup> | \$ 11.14   |                                      |  |                                |   | 05/27/2010 05/27/2020                                    |   | Common Stock                                       | 500                        |
| Stock Option (Right to Buy) <sup>(3)</sup> | \$ 10.5  |                                      |  |                                |   | 05/26/2011 05/26/2021                                    |   | Common Stock                                       | 500                        |
| Stock Option (Right to Buy) <sup>(3)</sup> | \$ 13.33   |                                      |  |                                |   | 05/31/2012 05/31/2022                                    |   | Common Stock                                       | 500                        |
| Stock Option (Right to Buy) <sup>(3)</sup> | \$ 13.45   |                                      |  |                                |   | 05/30/2013 05/30/2023                                    |   | Common Stock                                       | 1,000                      |



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