

Marcus Gregory S
Form 4
June 25, 2012

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 *
Marcus Gregory S

(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)
06/21/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
President and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	06/21/2012		M		35,645	A \$ 10.9062	88,911	D	
Common Stock	06/21/2012		F		29,429	D \$ 13.21	59,482	D	
Common Stock							75	I	As custodian ⁽¹⁾
Common Stock							5,350 ⁽²⁾	I	By 401(k) Plan

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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 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) (granted 7/11/02)	\$ 10.9062	06/21/2012		M		35,645		(3)	07/11/2012	Common Stock	35,645
Stock Option (right to buy) (granted 9/8/03)	\$ 10.2469							(3)	09/08/2013	Common Stock	10,693
Stock Option (right to buy) (granted 8/18/04)	\$ 12.7298							(3)	08/18/2014	Common Stock	10,694
Stock Option (right to buy) (granted 10/6/05)	\$ 14.0694							(3)	10/06/2015	Common Stock	14,258
Stock Option (right to buy) (granted	\$ 19.74							(3)	07/31/2016	Common Stock	15,000

7/31/06)							
Stock Option (right to buy) (granted 8/2/07)	\$ 20.4		<u>(3)</u>	08/02/2017	Common Stock	15,000	
Stock Option (right to buy) (granted 7/29/08)	\$ 15.59		<u>(3)</u>	07/29/2018	Common Stock	100,000	
Stock Option (right to buy) (granted 7/28/09)	\$ 13.34		<u>(3)</u>	07/28/2019	Common Stock	55,000	
Stock Option (right to buy) (granted 7/27/10)	\$ 11.89		<u>(3)</u>	07/27/2020	Common Stock	60,000	
Stock Option (right to buy) (granted 7/26/11)	\$ 10		<u>(3)</u>	07/26/2021	Common Stock	60,000	
Class B Common Stock	<u>(4)</u>		<u>(5)</u>	<u>(6)</u>	Common Stock	2,147	
Class B Common Stock	<u>(4)</u>		<u>(5)</u>	<u>(6)</u>	Common Stock	2,147	
Class B Common Stock	<u>(4)</u>		<u>(5)</u>	<u>(6)</u>	Common Stock	8,388	
Class B Common Stock	<u>(4)</u>		<u>(5)</u>	<u>(6)</u>	Common Stock	18,233	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marcus Gregory S THE MARCUS CORPORATION 100 E. WISCONSIN AVE., SUITE 1900 MILWAUKEE, WI 53202			President and CEO	

Signatures

/s/ Steven R. Barth, Attorney-in-Fact for Gregory S.
Marcus

06/25/2012

__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) As sole custodian of the Alexandra Marcus U/WI/UTMA.
- (2) Balance reflects the most current data available with regard to the reporting person's holdings in the 401(k) Plan.
- (3) The options originally granted vest and become exercisable as follows: 40% after 2nd anniversary of the date of grant; 60% after 3rd anniversary; 80% after 4th anniversary; and 100% after 5 years.
- (4) This security is convertible into common stock on a 1-for-1 basis at no cost.
- (5) This security is immediately exercisable.
- (6) No expiration date.
- (7) As sole custodian of the Alexandra Marcus U/WI/UTMA, the Michael Marcus U/WI/UTMA, and the Samantha Marcus U/WI/UTMA.
- (8) As trustee of the Gabriella Marcus Trust, the Daniella Marcus Trust and the Jessica Marcus Trust.

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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