

Marcus Gregory S  
Form 4  
July 20, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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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 \*  
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)  
07/18/2012

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)  
President and CEO

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 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	07/18/2012		A		4,450 <u>(1)</u>	A	\$ 0
Common Stock					63,932	D	
Common Stock					75	I	As custodian <u>(2)</u>
Common Stock					5,350 <u>(3)</u>	I	By 401(k) Plan

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

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**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. Pr Deri Secu (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) (granted 9/8/03)	\$ 10.2469					(4) 09/08/2013		Common Stock	10,693
Stock Option (right to buy) (granted 8/18/04)	\$ 12.7298					(4) 08/18/2014		Common Stock	10,694
Stock Option (right to buy) (granted 10/6/05)	\$ 14.0694					(4) 10/06/2015		Common Stock	14,258
Stock Option (right to buy) (granted 7/31/06)	\$ 19.74					(4) 07/31/2016		Common Stock	15,000
Stock Option (right to buy) (granted 8/2/07)	\$ 20.4					(4) 08/02/2017		Common Stock	15,000

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Stock Option (right to buy) (granted 7/29/08)	\$ 15.59	(4)	07/29/2018	Common Stock	100,000
Stock Option (right to buy) (granted 7/28/09)	\$ 13.34	(4)	07/28/2019	Common Stock	55,000
Stock Option (right to buy) (granted 7/27/10)	\$ 11.89	(4)	07/27/2020	Common Stock	60,000
Stock Option (right to buy) (granted 7/26/11)	\$ 10	(4)	07/26/2021	Common Stock	60,000
Class B Common Stock	(5)	(6)	(7)	Common Stock	2,147
Class B Common Stock	(5)	(6)	(7)	Common Stock	2,147
Class B Common Stock	(5)	(6)	(7)	Common Stock	8,388
Class B Common Stock	(5)	(6)	(7)	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

07/20/2012

\_\_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) Restricted stock granted July 18, 2012 vests and becomes exercisable as follows: 50% after 3rd anniversary of the date of the grant and 100% after 5th anniversary of the date of the grant or upon death, disability or retirement.
- (2) As sole custodian of the Alexandra Marcus U/WI/UTMA.
- (3) Balance reflects the most current data available with regard to the reporting person's holdings in the 401(k) Plan.
- (4) 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.
- (5) This security is convertible into common stock on a 1-for-1 basis at no cost.
- (6) This security is immediately exercisable.
- (7) No expiration date.
- (8) As sole custodian of the Alexandra Marcus U/WI/UTMA, the Michael Marcus U/WI/UTMA, and the Samantha Marcus U/WI/UTMA.
- (9) 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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