MARCUS CORP
Form 4
October 21, 2013

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MILSTEIN PHILIP L

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10022-4219

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/17/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	10/17/2013		A		753	A	$ 0 (1)	106,613	D	
Common Stock								124,111	I	As co-trustee for SVM Foundation (2)
Common Stock								5,625	I	As trustee for A. B. Elbaum (2)
Common								57,500	I	As trustee

Stock			for PLM Foundation (2)
Common Stock	8,100	I	By children (2)
Common Stock	2,000	I	By spouse (2)
Class B Common Stock	62,055	I	As partner of Northmon

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. Pri Deriv Secur (Instr.
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy) (3)	$ 11.2709							05/27/2004	05/27/2014	Common Stock	713	
Stock Option (Right to Buy) (4)	$ 15.6966							05/26/2005	05/26/2015	Common Stock	713	
Stock Option (Right to Buy) (4)	$ 17.73							05/25/2006	05/25/2016	Common Stock	500	
	$ 23.37							05/31/2007	05/31/2017		500	

Stock Option (Right to Buy) [(4)]					Common Stock	
Stock Option (Right to Buy) [(4)]	$ 17.17		05/29/2008	05/29/2018	Common Stock	500
Stock Option (Right to Buy) [(4)]	$ 10.78		05/28/2009	05/28/2019	Common Stock	500
Stock Option (Right to Buy) [(4)]	$ 11.14		05/27/2010	05/27/2020	Common Stock	500
Stock Option (Right to Buy) [(4)]	$ 10.5		05/26/2011	05/26/2021	Common Stock	500
Stock Option (Right to Buy) [(4)]	$ 13.33		05/31/2012	05/31/2022	Common Stock	500
Stock Option (Right to Buy) [(4)]	$ 13.45		05/30/2013	05/30/2023	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILSTEIN PHILIP L OGDEN CAP PROPERTIES, LLC 545 MADISON AVENUE, 6TH FLOOR NEW YORK, NY 10022-4219	X			

Signatures

/s/ Steven R. Barth, Attorney-in-Fact for Philip L. Milstein	10/21/2013
[**]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) Grant by Issuer in consideration of service as a director.

(2) The undersigned disclaims any beneficial interest in shares owned by his wife, children, held by him as trustee for Ms. Abby Black Elbaum, held by him as trustee for PLM Foundation, or held by him as co-trustee for SVM Foundation.

(3) Granted pursuant to The Marcus Corporation 1994 Nonemployee Director Stock Option Plan.

(4) 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.
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