Marcus Gregory S
Form 4
February 28, 2019

FORM 4

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

OMB APPROVAL
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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)
02/26/2019

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 below) _____ Other (specify 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								173,783	D	
Common Stock								75	I	As custodian (1)
Common Stock								7,493.05 (2)	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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) (granted 2/26/19)	$ 41.9	02/26/2019		A		70,200		(3)	02/26/2029	Common Stock	70,200
Stock Option (right to buy) (granted 7/28/09)	$ 13.34							(3)	07/28/2019	Common Stock	12,496
Stock Option (right to buy) (granted 7/27/10)	$ 11.89							(3)	07/27/2020	Common Stock	13,411
Stock Option (right to buy) (granted 7/26/11)	$ 10							(3)	07/26/2021	Common Stock	60,000
Stock Option (right to buy) (granted 7/31/12)	$ 13.12							(3)	07/31/2022	Common Stock	52,000
Stock Option	$ 13.04							(3)	07/30/2023	Common Stock	57,500

(right to buy) (granted 7/30/13)						
Stock Option (right to buy) (granted 7/29/14)	$ 18.34		(3)	07/29/2024	Common Stock	49,500
Stock Option (right to buy) (granted 7/28/15)	$ 20.26		(3)	07/28/2025	Common Stock	44,100
Stock Option (right to buy) (granted 3/1/16)	$ 18.68		(3)	03/01/2026	Common Stock	28,500
Stock Option (right to buy) (granted 2/27/18)	$ 27		(3)	02/27/2028	Common Stock	75,000
Stock Option (right to buy) (granted 2/28/17)	$ 31.2		(3)	02/28/2027	Common Stock	40,000
Class B Common Stock	(4)		(5)	(6)	Common Stock	191,056
Class B Common Stock	(4)		(5)	(6)	Common Stock	10,786
Class B Common Stock	(4)		(5)	(6)	Common Stock	8,388
Class B Common Stock	(4)		(5)	(6)	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	02/28/2019
**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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