

MCKEITHAN DANIEL F JR
 Form 4
 May 30, 2012

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 *
 MCKEITHAN DANIEL F JR

(Last) (First) (Middle)

TAMARACK PETROLEUM, 777 E.
 WISCONSIN AVE., SUITE 1920

(Street)

MILWAUKEE, WI 53202-5367

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/25/2012

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)

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	05/25/2012		M	713 A \$ 9.2159	1,426 ⁽¹⁾	I	As Trustee ⁽²⁾
Common Stock					17,700 ⁽¹⁾	D	

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

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SEC 1474 (9-02)

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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. P Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 9.2159	05/25/2012		M	713	05/30/2002 05/30/2012	Common Stock	713	
Stock Option (Right to Buy) ⁽³⁾	\$ 9.5245					05/29/2003 05/29/2013	Common Stock	713	
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	
Stock Option (Right to Buy) ⁽⁴⁾	\$ 23.37					05/31/2007 05/31/2017	Common Stock	500	
Stock Option (Right to Buy) ⁽⁴⁾	\$ 17.17					05/29/2008 05/29/2018	Common Stock	500	
Stock Option (Right to	\$ 10.78					05/28/2009 05/28/2019	Common Stock	500	

Buy) ⁽⁴⁾					
Stock					
Option	\$ 11.14		05/27/2010	05/27/2020	Common
(Right to					Stock
Buy) ⁽⁴⁾					500
Stock					
Option	\$ 10.5		05/26/2011	05/26/2021	Common
(Right to					Stock
Buy) ⁽⁴⁾					500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCKEITHAN DANIEL F JR TAMARACK PETROLEUM 777 E. WISCONSIN AVE., SUITE 1920 MILWAUKEE, WI 53202-5367		X		

Signatures

/s/ Steven R. Barth, Attorney-in-Fact for Daniel F. McKeithan, Jr. 05/30/2012

__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) Shares previously held by the reporting person directly were transferred into the DFM, Jr. Revocable Trust U/A Dated 12/20/2005 in a transaction exempt from Section 16 reporting pursuant to Rule 16a-13.
- (2) As Trustee of the DFM, Jr. Revocable Trust U/A Dated 12/20/2005.
- (3) Granted pursuant to The Marcus Corporation 1994 Nonemployee Director Stock Option Plan.
- (4) Granted pursuant to The Marcus Corporation 2004 Equity Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.