

Marcus Gregory S  
 Form 4  
 August 02, 2012

**FORM 4**

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

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).

**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)  
 07/31/2012

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					63,932	D	
Common Stock					75	I	As custodian (1)
Common Stock					5,350 (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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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) (granted 7/31/12)	\$ 13.12	07/31/2012		A	52,000	(3) 07/31/2022		Common Stock	52,000
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 7/31/06)	\$ 19.74					(3) 07/31/2016		Common Stock	15,000
Stock Option	\$ 20.4					(3) 08/02/2017		Common Stock	15,000

(right to buy) (granted 8/2/07)						
Stock Option (right to buy) (granted 7/29/08)	\$ 15.59	(3)	07/29/2018	Common Stock	100,000	
Stock Option (right to buy) (granted 7/28/09)	\$ 13.34	(3)	07/28/2019	Common Stock	55,000	
Stock Option (right to buy) (granted 7/27/10)	\$ 11.89	(3)	07/27/2020	Common Stock	60,000	
Stock Option (right to buy) (granted 7/26/11)	\$ 10	(3)	07/26/2021	Common Stock	60,000	
Class B Common Stock	(4)	(5)	(6)	Common Stock	2,147	
Class B Common Stock	(4)	(5)	(6)	Common Stock	2,147	
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

08/02/2012

\_\_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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