

RODRIGUEZ ROLANDO B
Form 4
August 02, 2018

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 *
RODRIGUEZ ROLANDO B

(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)
07/31/2018

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)
Pres. & CEO - Marcus Theatres

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	07/31/2018		S		4,125	D	\$ 38.6208 (1)
Common Stock	07/31/2018		M		2,000	A	\$ 13.04
Common Stock					10,791	I	(2)
Common Stock					587.78	I	(3)

By Rodriguez Family Trust
By 401(k)

Stock

Plan

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

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(9-02)

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 (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. Amount or Number of Shares
Stock Option (right to buy) (granted 7/30/13)	\$ 13.04	07/31/2018		M	2,000	<u>(4)</u> 07/30/2023	Common Stock	2,000
Stock Option (right to buy) (granted 7/29/14)	\$ 18.34					<u>(4)</u> 07/29/2024	Common Stock	10,370
Stock Option (right to buy) (granted 7/28/15)	\$ 20.26					<u>(4)</u> 07/28/2025	Common Stock	19,611
Stock Option (right to buy) (granted 3/1/16)	\$ 18.68					<u>(4)</u> 03/01/2026	Common Stock	12,500
Stock	\$ 31.2					<u>(4)</u> 02/28/2027	Common	20,000

Option (right to buy) (granted 2/28/17)						Stock
Stock Option (right to buy) (granted 2/27/18)	\$ 27	<u>(4)</u>	02/27/2028	Common Stock	34,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RODRIGUEZ ROLANDO B THE MARCUS CORPORATION 100 E. WISCONSIN AVE., SUITE 1900 MILWAUKEE, WI 53202			Pres. & CEO - Marcus Theatres	

Signatures

/s/ Steven R. Barth, Attorney-in-Fact for Rolando B. Rodriguez	08/02/2018
<u> </u> **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) The price in Column 4 is a weighted average price. The prices actually received ranged from \$38.60 to \$38.70. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing a weighted average price.
 - (2) Shares previously held directly by the reporting person were transferred into the Rodriguez Living Trust in a transaction exempt from Section 16 reporting pursuant to Rule 16a-13.
 - (3) Balance reflects the most current data available with regard to the reporting person's holdings in the 401(k) Plan.
 - (4) The options 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.

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.