

MARCUS CORP  
Form 4  
October 17, 2013

**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 \*  
**OLSON BRUCE J**

(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)  
**10/16/2013**

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	10/16/2013		S <sup>(1)</sup>	471 D \$ 14.5	37,488	D	
Common Stock	10/17/2013		S <sup>(1)</sup>	5,535 D \$ 14.5009	31,953	D	
Common Stock					1,350	I	As trustee <sup>(3)</sup>

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

**Persons who respond to the collection of information contained in this form are not**

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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. Price of Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) (granted 8/18/04)	\$ 12.7298					<u>(4)</u>	08/18/2014	Common Stock	14,258
Stock Option (right to buy) (granted 10/6/05)	\$ 14.0694					<u>(4)</u>	10/06/2015	Common Stock	14,258
Stock Option (right to buy) (granted 7/31/06)	\$ 19.74					<u>(4)</u>	07/31/2016	Common Stock	15,000
Stock Option (right to buy) (granted 8/2/07)	\$ 20.4					<u>(4)</u>	08/20/2017	Common Stock	15,000
Stock Option (right to buy) (granted	\$ 15.59					<u>(4)</u>	07/29/2018	Common Stock	25,000

7/29/08)					
Stock Option (right to buy)	\$ 13.34	(4)	07/28/2019	Common Stock	30,000
(granted 7/28/09)					
Stock Option (right to buy)	\$ 11.89	(4)	07/27/2020	Common Stock	30,000
(granted 7/27/10)					
Stock Option (right to buy)	\$ 10	(4)	07/26/2021	Common Stock	30,000
(granted 7/26/11)					
Stock Option (right to buy)	\$ 13.12	(4)	07/31/2022	Common Stock	27,000
(granted 7/31/12)					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OLSON BRUCE J THE MARCUS CORPORATION 100 E. WISCONSIN AVE., SUITE 1900 MILWAUKEE, WI 53202	X			

## Signatures

/s/ Steven R. Barth, Attorney-in-Fact for Bruce J. Olson

10/17/2013

\_\_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) The reported transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 30, 2013.
  - (2) The price in Column 4 is a weighted average price. The prices actually received ranged from \$14.50 to \$14.515. 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

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number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing an average weighted price.

(3) As trustee of the Bruce Olson Family Trust.

(4) 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.

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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