MARCUS STEPHEN H
Form 4
February 08, 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 *
MARCUS STEPHEN H

(Last) (First) (Middle)

THE MARCUS CORPORATION, 100 EAST WISCONSIN AVENUE, 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)
01/08/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director __X__ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman

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								21,895	I	By LLCs (1)
Common Stock								6,003	I	Trustee-I. Lowe Fam. Tr.

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

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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. D Se (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	(2)	01/08/2018		G			4,149	(3)	(4)	Common Stock	4,149	
Class B Common Stock	(2)							(3)	(4)	Common Stock	1,225	
Class B Common Stock	(2)							(3)	(4)	Common Stock	4,647,228	
Class B Common Stock	(2)							(3)	(4)	Common Stock	50,845	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARCUS STEPHEN H THE MARCUS CORPORATION 100 EAST WISCONSIN AVENUE, SUITE 1900 MILWAUKEE, WI 53202	X	X	Chairman	

Signatures

/s/ Steven R. Barth, Attorney-in-Fact for Stephen H. Marcus	02/08/2018
**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 held by Matinee Fifteen Holdings, LLC and Matinee Fifteen Holdings 2 LLC. The reporting person disclaims beneficial ownership of these shares except to the extent of the reporting person's pecuniary interest in the shares.

(2) This security is convertible into common stock on a 1-for-1 basis at no cost.

(3) This security is immediately exercisable.

(4) No expiration date.

(5) Shares previously held by the reporting person in the Stephen H. Marcus 1990 Revocable Trust were transferred into Matinee Fifteen Holdings 2 LLC in a transaction exempt from Section 16 reporting pursuant to Rule 16a-13.

(6) By the Stephen H. Marcus 1990 Revocable Trust.

(7) By the Ben and Celia Marcus 1992 Revocable Trust F/B/O Stephen H. Marcus.

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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