#### MILSTEIN PHILIP L

Form 4

March 20, 2018

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

2. Issuer Name and Ticker or Trading

MARCUS CORP [MCS]

Symbol

OMB 323

Number: 3235-0287

**OMB APPROVAL** 

Expires: January 31, 2005
Estimated average

burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Check this box if no longer subject to Section 16. Form 4 or Form 5

Form 4 or
Form 5

obligations
may continue.

See Instruction

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

1(b).

(Print or Type Responses)

MILSTEIN PHILIP L

1. Name and Address of Reporting Person \*

|   |                     |           |          |                            |              |  |               | (Chec  | ek all applicat | ole)         |  |
|---|---------------------|-----------|----------|----------------------------|--------------|--|---------------|--|-----------------|--------------|--|
| (Last)  | (First)             | (Middle)  | 3. Date  | of Earlies                 | t Transactio | n                                      |               |  |                 |              |  |
|   |                     |           | (Month   | /Day/Year                  | •)           |  |               | _X_ Director                                 | 10              | % Owner      |  |
| OGDEN CAP PROPERTIES, 03/19/  |                     |           | •        | •                          |              |  | Officer (give | titleO                                       | ther (specify   |              |  |
|   | MADISON AVI         |           | 03/17/   | 2010                       |              |  |               | below)                                       | below)          |              |  |
|   |                     | SINCL,    |          |                            |              |  |               |  |                 |              |  |
| 6TH FLO   | OK                  |           |          |                            |              |  |               |  |                 |              |  |
|   | (Street)            |           | 4. If Ar | f Amendment, Date Original |              |  |               | 6. Individual or Joint/Group Filing(Check    |                 |              |  |
|   |                     |           | Filed(M  | ed(Month/Day/Year)         |              |  |               | Applicable Line)                             |                 |              |  |
|   |                     |           |          |                            |              | _X_ Form filed by One Reporting Person |               |  |                 |              |  |
| NEW YO  | RK, NY 10022-4      | 219       |          |                            |              |  |               | Form filed by More than One Reporting Person |                 |              |  |
| (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |                     |           |          |                            |              |  |               |  | ally Owned      |              |  |
| 1.Title of  | 2. Transaction Date | 2A Deem   | ed       | 3.                         | 4 Securi     | ties A                                 | equired (A)   | 5. Amount of                                 | 6.              | 7. Nature of |  |
| Security  | (Month/Day/Year)    | Execution |          |                            | ioror Dispos |  |               | Securities                                   | Ownership       | Indirect     |  |
| (Instr. 3)  | (1.10111111211)     | any       | 2410, 11 | Code                       | (Instr. 3,   |  |               | Beneficially                                 | Form:           | Beneficial   |  |
| (======================================   |                     | (Month/D  | av/Year) | (Instr. 8)                 |              |  | - /           | Owned  | Direct (D)      | Ownership    |  |
|   |                     | `         | ,        | ` ′                        |              |  |               | Following                                    | or Indirect     | (Instr. 4)   |  |
|   |                     |           |          |                            |              | ( 4 )                                  |               | Reported                                     | (I)             |              |  |
|   |                     |           |          |                            |              | (A)                                    |               | Transaction(s)                               | (Instr. 4)      |              |  |
|   |                     |           |          | C-1- V                     | Amount       | or                                     | D             | (Instr. 3 and 4)                             |                 |              |  |
| C   |                     |           |          | Code V                     | Amount       | (D)                                    | Price         |  |                 |              |  |
| Common  |                     |           |          |                            |              |  |               | 44,507                                       | D               |              |  |
| Stock   |                     |           |          |                            |              |  |               | ,  | _               |              |  |
|   |                     |           |          |                            |              |  |               |  |                 | As trustee   |  |
| C   |                     |           |          |                            |              |  | \$            |  |                 |              |  |
| Common  | 03/19/2018          |           |          | S                          | 10,000       | D                                      | 30.6254       | 35,244                                       | I               | for PLM      |  |
| Stock   | 03/17/2010          |           |          | S                          | 10,000       |  | (1)           | 33,211                                       | •               | Foundation   |  |
|   |                     |           |          |                            |              |  | (-)           |  |                 | (2)          |  |
|   |                     |           |          |                            |              |  |               |  |                 |              |  |
|   |                     |           |          |                            |              |  |               |  |                 | As           |  |
| Common  |                     |           |          |                            |              |  |               |  |                 | co-trustee   |  |
|   |                     |           |          |                            |              |  |               | 124,111                                      | I               | for SVM      |  |
| Stock   |                     |           |          |                            |              |  |               | ,  |                 | Foundation   |  |
|   |                     |           |          |                            |              |  |               |  |                 | (2)          |  |
|   |                     |           |          |                            |              |  |               |  |                 | <u>~</u>     |  |

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| Common<br>Stock   | 8,100 I   | B (2     | By children       |  |  |  |  |  |
|---|---|----------|-------------------|--|--|--|--|--|
| Common<br>Stock   | 2,000 I   | <u>B</u> | By spouse         |  |  |  |  |  |
| Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. |   |          |                   |  |  |  |  |  |
|   | Persons who respond to the collectic<br>information contained in this form are<br>required to respond unless the form<br>displays a currently valid OMB control | e not    | CC 1474<br>(9-02) |  |  |  |  |  |

## $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

number.

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |                     |                    | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |  | 8. Prio<br>Deriv<br>Secur<br>(Instr. |
|---|---|--------------------------------------|---|--|---|---------------------|--------------------|---|--|--------------------------------------|
|   |   |                                      |   | Code V                                 | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |                                      |
| Stock Option (Right to Buy) (3)                     | \$ 17.17  |                                      |   |  |   | 05/29/2008          | 05/29/2018         | Common<br>Stock   | 500                                    |                                      |
| Stock Option (Right to Buy) (3)                     | \$ 10.78  |                                      |   |  |   | 05/28/2009          | 05/28/2019         | Common<br>Stock   | 500                                    |                                      |
| Stock Option (Right to Buy) (3)                     | \$ 11.14  |                                      |   |  |   | 05/27/2010          | 05/27/2020         | Common<br>Stock   | 500                                    |                                      |
| Stock Option (Right to Buy) (3)                     | \$ 10.5   |                                      |   |  |   | 05/26/2011          | 05/26/2021         | Common<br>Stock   | 500                                    |                                      |
| Stock<br>Option<br>(Right to                        | \$ 13.33  |                                      |   |  |   | 05/31/2012          | 05/31/2022         | Common<br>Stock   | 500                                    |                                      |

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| Buy) (3)                                 |          |            |            |                 |       |
|--|----------|------------|------------|-----------------|-------|
| Stock Option (Right to Buy) (3)          | \$ 13.45 | 05/30/2013 | 05/30/2023 | Common<br>Stock | 1,000 |
| Stock Option (Right to Buy) (3)          | \$ 16.84 | 05/29/2014 | 05/29/2024 | Common<br>Stock | 1,000 |
| Stock Option (Right to Buy) (3)          | \$ 19.65 | 05/28/2015 | 05/28/2025 | Common<br>Stock | 1,000 |
| Stock Option (Right to Buy) (3)          | \$ 18.97 | 12/31/2015 | 12/31/2025 | Common<br>Stock | 583   |
| Stock<br>Option<br>(Right to<br>Buy) (3) | \$ 31.55 | 12/29/2016 | 12/29/2026 | Common<br>Stock | 1,000 |
| Stock<br>Option<br>(Right to<br>Buy) (3) | \$ 27.2  | 12/28/2017 | 12/28/2027 | Common<br>Stock | 1,000 |

## **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |         |       |  |  |  |
|--|---------------|-----------|---------|-------|--|--|--|
| ·  | Director      | 10% Owner | Officer | Other |  |  |  |
| MILSTEIN PHILIP L<br>OGDEN CAP PROPERTIES, LLC<br>545 MADISON AVENUE, 6TH FLOOR<br>NEW YORK, NY 10022-4219 | X             |           |         |       |  |  |  |

## **Signatures**

/s/ Steven R. Barth, Attorney-in-Fact for Philip L.
Milstein

\*\*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 \$30.5311 to \$30.6561. 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 a weighted average price.

- (2) The undersigned disclaims any beneficial interest in shares owned by his wife, children, held by him as trustee for PLM Foundation, or held by him as co-trustee for SVM Foundation.
- (3) Granted pursuant to The Marcus Corporation 2004 Equity and Incentive Awards 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.