

GERSHOWITZ DIANE M
Form 4
May 23, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
GERSHOWITZ DIANE M

(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)
05/21/2012

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)

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 | | 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) |
|---------------------------------|--------------------------------------|--|---------------------|---|---|------------|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | | | |
| Common Stock | 05/21/2012 | | C | | 6,054 | A | \$ 0 10,498 | D | |
| Common Stock | 05/21/2012 | | G | V | 6,054 | D | \$ 0 4,444 | D | |
| Common Stock | | | | | | | 350 | I | By DG-LDJ Holdings, LLC |

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

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SEC 1474
(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) | |
|--|--|--------------------------------------|--|--------------------------------|--|--|-----------------|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock | (1) | 05/21/2012 | | C | 6,054 | (2) | (3) | Common Stock | 6,054 |
| Class B Common Stock | (1) | | | | | (2) | (3) | Common Stock | 2,832,14 |
| Class B Common Stock | (1) | | | | | (2) | (3) | Common Stock | 196,259 |
| Class B Common Stock | (1) | | | | | (2) | (3) | Common Stock | 50,845 |
| Stock Option (Right to Buy) (6) | \$ 9.5245 | | | | | 05/29/2003 | 05/29/2013 | Common Stock | 713 |
| Stock Option (Right to Buy) (6) | \$ 11.2709 | | | | | 05/27/2004 | 05/27/2014 | Common Stock | 713 |
| Stock Option (Right to Buy) (7) | \$ 15.6966 | | | | | 05/26/2005 | 05/26/2015 | Common Stock | 713 |
| Stock Option (Right to | \$ 17.73 | | | | | 05/25/2006 | 05/25/2016 | Common Stock | 500 |

| | | | | | |
|---|----------|------------|------------|-----------------|-----|
| Buy) <u>(7)</u> | | | | | |
| Stock Option (Right to Buy) <u>(7)</u> | \$ 23.37 | 05/31/2007 | 05/31/2017 | Common Stock | 500 |
| Stock Option (Right to Buy) <u>(7)</u> | \$ 17.17 | 05/29/2008 | 05/29/2018 | Common Stock | 500 |
| Stock Option (Right to Buy) <u>(7)</u> | \$ 10.78 | 05/28/2009 | 05/28/2019 | Common Stock | 500 |
| Stock Option (Right to Buy) <u>(7)</u> | \$ 11.14 | 05/27/2010 | 05/27/2020 | Common Stock | 500 |
| Stock Option (Right to Buy) <u>(7)</u> | \$ 10.5 | 05/26/2011 | 05/26/2021 | Common Stock | 500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GERSHOWITZ DIANE M THE MARCUS CORPORATION 100 E. WISCONSIN AVE., SUITE 1900 MILWAUKEE, WI 53202 | | X | | |

Signatures

/s/ Steven R. Barth, Attorney-in-Fact for Diane M. Gershowitz

05/23/2012

**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) This security is convertible into common stock on a 1-for-1 basis at no cost.
- (2) This security is immediately exercisable.
- (3) No expiration date.
- (4) As trustee for brother's children.
- (5) By the Ben and Celia Marcus 1992 Revocable Trust F/B/O Diane M. Gershowitz.

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(6) Granted pursuant to The Marcus Corporation 1994 Nonemployee Director Stock Option Plan.

(7) Granted pursuant to The Marcus Corporation 2004 Equity Incentive Plan.

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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