

MARCUS CORP  
Form 4  
June 02, 2014

**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 \*  
**ERICSON JAMES D**  
  
(Last) (First) (Middle)  
  
**777 E. WISCONSIN AVE., SUITE 3010**  
  
(Street)

2. Issuer Name and Ticker or Trading Symbol  
**MARCUS CORP [MCS]**

3. Date of Earliest Transaction (Month/Day/Year)  
**05/29/2014**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

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

**MILWAUKEE, WI 53202**  
  
(City) (State) (Zip)

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

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 Ownership (Instr. 4)
Common Stock	05/29/2014		A	(A) or (D) 1,250 (1)	\$ 0 16,298	D	

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)**

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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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy) <sup>(2)</sup>	\$ 16.84	05/29/2014		A	1,000	05/29/2014	05/29/2024	Common Stock	1,000
Stock Option (Right to Buy) <sup>(2)</sup>	\$ 15.6966					05/26/2005	05/26/2015	Common Stock	713
Stock Option (Right to Buy) <sup>(2)</sup>	\$ 17.73					05/25/2006	05/25/2016	Common Stock	500
Stock Option (Right to Buy) <sup>(2)</sup>	\$ 23.37					05/31/2007	05/31/2017	Common Stock	500
Stock Option (Right to Buy) <sup>(2)</sup>	\$ 17.17					05/29/2008	05/29/2018	Common Stock	500
Stock Option (Right to Buy) <sup>(2)</sup>	\$ 10.78					05/28/2009	05/28/2019	Common Stock	500
Stock Option (Right to Buy) <sup>(2)</sup>	\$ 11.14					05/27/2010	05/27/2020	Common Stock	500
Stock Option (Right to Buy) <sup>(2)</sup>	\$ 10.5					05/26/2011	05/26/2021	Common Stock	500
Stock Option	\$ 13.33					05/31/2012	05/31/2022	Common Stock	500

(Right to  
Buy) (2)

Stock

Option \$ 13.45  
(Right to  
Buy) (2)05/30/2013 05/30/2023 Common  
Stock 1,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ERICSON JAMES D 777 E. WISCONSIN AVE., SUITE 3010 MILWAUKEE, WI 53202	X			

## Signatures

/s/ Steven R. Barth, Attorney-in-Fact for James D.  
Ericson

06/02/2014

        \*\*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) Restricted stock granted May 29, 2014 vests and becomes exercisable as follows: 50% after 3rd anniversary of the date of the grant and 100% after 5th anniversary of the date of the grant or upon death, disability or retirement.
- (2) 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.

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