

Marcus Gregory S
Form 4
June 25, 2012

FORM 4

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

OMB APPROVAL

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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 *
Marcus Gregory S

(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)
06/21/2012

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)
President and CEO

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 | (A) or (D) | Price |
| Common Stock | 06/21/2012 | | M | | 35,645 | A | \$ 10.9062 |
| Common Stock | 06/21/2012 | | F | | 29,429 | D | \$ 13.21 |
| Common Stock | | | | | 75 | I | As custodian (1) |
| Common Stock | | | | | 5,350 (2) | I | By 401(k) Plan |

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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 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) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) (granted 7/11/02) | \$ 10.9062 | 06/21/2012 | | M | 35,645 | (3) 07/11/2012 | | Common Stock | 35,645 |
| Stock Option (right to buy) (granted 9/8/03) | \$ 10.2469 | | | | | (3) 09/08/2013 | | Common Stock | 10,693 |
| Stock Option (right to buy) (granted 8/18/04) | \$ 12.7298 | | | | | (3) 08/18/2014 | | Common Stock | 10,694 |
| Stock Option (right to buy) (granted 10/6/05) | \$ 14.0694 | | | | | (3) 10/06/2015 | | Common Stock | 14,258 |
| Stock Option (right to buy) (granted | \$ 19.74 | | | | | (3) 07/31/2016 | | Common Stock | 15,000 |

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| | | | | | | |
|---|----------|-----|------------|--------------|---------|--|
| 7/31/06) | | | | | | |
| Stock Option (right to buy) (granted 8/2/07) | \$ 20.4 | (3) | 08/02/2017 | Common Stock | 15,000 | |
| Stock Option (right to buy) (granted 7/29/08) | \$ 15.59 | (3) | 07/29/2018 | Common Stock | 100,000 | |
| Stock Option (right to buy) (granted 7/28/09) | \$ 13.34 | (3) | 07/28/2019 | Common Stock | 55,000 | |
| Stock Option (right to buy) (granted 7/27/10) | \$ 11.89 | (3) | 07/27/2020 | Common Stock | 60,000 | |
| Stock Option (right to buy) (granted 7/26/11) | \$ 10 | (3) | 07/26/2021 | Common Stock | 60,000 | |
| Class B Common Stock | (4) | (5) | (6) | Common Stock | 2,147 | |
| Class B Common Stock | (4) | (5) | (6) | Common Stock | 2,147 | |
| Class B Common Stock | (4) | (5) | (6) | Common Stock | 8,388 | |
| Class B Common Stock | (4) | (5) | (6) | Common Stock | 18,233 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Marcus Gregory S THE MARCUS CORPORATION 100 E. WISCONSIN AVE., SUITE 1900 MILWAUKEE, WI 53202 | | | President and CEO | |

Signatures

| | |
|--|---------------------|
| /s/ Steven R. Barth, Attorney-in-Fact for Gregory S. Marcus | 06/25/2012 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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) As sole custodian of the Alexandra Marcus U/WI/UTMA.
- (2) Balance reflects the most current data available with regard to the reporting person's holdings in the 401(k) Plan.
- (3) 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.
- (4) This security is convertible into common stock on a 1-for-1 basis at no cost.
- (5) This security is immediately exercisable.
- (6) No expiration date.
- (7) As sole custodian of the Alexandra Marcus U/WI/UTMA, the Michael Marcus U/WI/UTMA, and the Samantha Marcus U/WI/UTMA.
- (8) As trustee of the Gabriella Marcus Trust, the Daniella Marcus Trust and the Jessica Marcus Trust.

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.