

MARCUS CORP  
Form 4  
February 17, 2016

**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 \*  
NEIS DOUGLAS A

(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)  
02/15/2016

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)  
CFO and Treasurer

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)
			Code	V Amount (A) or (D) Price			
Common Stock	02/15/2016		A	2,450 (3)	\$ 0 53,923	D	
Common Stock					7,109 (1)	I	By 401(k) Plan

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

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SEC 1474 (9-02)

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**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. Price of Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) (granted 7/31/06)	\$ 19.74					(2) 07/31/2016		Common Stock	15,000
Stock Option (right to buy) (granted 8/2/07)	\$ 20.4					(2) 08/02/2017		Common Stock	15,000
Stock Option (right to buy) (granted 7/29/08)	\$ 15.59					(2) 07/29/2018		Common Stock	20,000
Stock Option (right to buy) (granted 7/28/09)	\$ 13.34					(2) 07/28/2019		Common Stock	20,000
Stock Option (right to buy) (granted 7/27/10)	\$ 11.89					(2) 07/27/2020		Common Stock	22,500
Stock Option	\$ 10					(2) 07/26/2021		Common Stock	22,500

(right to buy) (granted 7/26/11)					
Stock Option (right to buy) (granted 7/31/12)	\$ 13.12	(2)	07/31/2022	Common Stock	19,500
Stock Option (right to buy) (granted 7/30/13)	\$ 13.04	(2)	07/30/2023	Common Stock	21,000
Stock Option (right to buy) (granted 7/29/14)	\$ 18.34	(2)	07/29/2024	Common Stock	16,400
Stock Option (right to buy) (granted 7/28/15)	\$ 20.26	(2)	07/28/2025	Common Stock	17,400

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEIS DOUGLAS A THE MARCUS CORPORATION 100 E. WISCONSIN AVE., SUITE 1900 MILWAUKEE, WI 53202			CFO and Treasurer	

## Signatures

/s/ Steven R. Barth, Attorney-in-Fact for Douglas A. Neis 02/17/2016

\*\*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) Balance reflects the most current data available with regard to the reporting person's holdings in the 401(k) Plan.
- (2) 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.
- (3) Restricted stock granted January 15, 2016 vests and becomes exercisable as follows: 50% after 3rd anniversary of the date of grant and 100% after 5th anniversary of the date of grant or upon death, disability or retirement.

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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