

MARCUS CORP  
Form 4  
June 04, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)

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)  
05/31/2012

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 (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	05/31/2012		A	(A) or (D) 1,000 (1)	\$ 0 10,866	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. P Der Sec (Ins
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Stock Option (Right to Buy) <sup>(2)</sup>	\$ 13.33	05/31/2012		A		500		05/31/2012 05/31/2022	Common Stock 500
Stock Option (Right to Buy) <sup>(3)</sup>	\$ 9.5245							05/29/2003 05/29/2013	Common Stock 713
Stock Option (Right to Buy) <sup>(3)</sup>	\$ 11.2709							05/27/2004 05/27/2014	Common Stock 713
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
	\$ 11.14							05/27/2010 05/27/2020	500

Stock Option (Right to Buy) <u>(2)</u>					Common Stock	
Stock Option (Right to Buy) <u>(2)</u>	\$ 10.5	05/26/2011	05/26/2021		Common Stock	500

## 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

06/04/2012

\_\_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) Restricted stock granted May 31, 2012 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 Incentive Plan.
- (3) Granted pursuant to The Marcus Corporation 1994 Nonemployee Director Stock Option 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.