

Gehl Katherine M.
Form 4
December 29, 2017

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 *
Gehl Katherine M.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5721 STATE ROAD 83
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/28/2017

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

HARTLAND, WI 53029
(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 12/28/2017 | | A | | 1,500 (1) \$ 0 4,979 | D | |
| Common Stock | | | | | 3,135 | I | By Katherine M. Gehl 2005 Trust |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) ⁽²⁾ | \$ 27.2 | 12/28/2017 | | A | 1,000 | 12/28/2017 12/28/2027 | Common Stock | 1,000 |
| Stock Option (Right to Buy) ⁽²⁾ | \$ 17.45 | | | | | 01/06/2015 01/06/2025 | Common Stock | 1,000 |
| Stock Option (Right to Buy) ⁽²⁾ | \$ 19.65 | | | | | 05/28/2015 05/28/2025 | Common Stock | 1,000 |
| Stock Option (Right to Buy) ⁽²⁾ | \$ 18.97 | | | | | 12/31/2015 12/31/2025 | Common Stock | 583 |
| Stock Option (Right to Buy) ⁽²⁾ | \$ 31.55 | | | | | 12/29/2016 12/29/2026 | Common Stock | 1,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Gehl Katherine M. 5721 STATE ROAD 83 HARTLAND, WI 53029 | X | | | |

Signatures

/s/ Steven R. Barth, Attorney-in-Fact for Katherine M.
Gehl

12/29/2017

__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 December 28, 2017 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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