

Marcus Gregory S
 Form 4
 May 20, 2013

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)
 05/16/2013

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 or Price		
Common Stock	05/16/2013		M		10,693 A \$ 10.2469	74,625	D
Common Stock	05/16/2013		M		6,824 A \$ 12.7298	81,449	D
Common Stock	05/16/2013		F		14,092 D \$ 13.94	67,357	D
Common Stock						75	I
						6,186 ⁽²⁾	I

As custodian ⁽¹⁾

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Common
Stock

By 401(k)
Plan

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

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(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 9/8/03)	\$ 10.2469	05/16/2013		M	10,693	(3) 09/08/2013	Common Stock 10,693
Stock Option (right to buy) (granted 8/18/04)	\$ 12.7298	05/16/2013		M	6,824	(3) 08/18/2014	Common Stock 6,824
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 7/31/06)	\$ 19.74					(3) 07/31/2016	Common Stock 15,000
Stock Option	\$ 20.4					(3) 08/02/2017	Common Stock 15,000

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(right to buy) (granted 8/2/07)						
Stock Option (right to buy) (granted 7/29/08)	\$ 15.59	<u>(3)</u>	07/29/2018	Common Stock	100,000	
Stock Option (right to buy) (granted 7/28/09)	\$ 13.34	<u>(3)</u>	07/28/2019	Common Stock	55,000	
Stock Option (right to buy) (granted 7/27/10)	\$ 11.89	<u>(3)</u>	07/27/2020	Common Stock	60,000	
Stock Option (right to buy) (granted 7/26/11)	\$ 10	<u>(3)</u>	07/26/2021	Common Stock	60,000	
Stock Option (right to buy) (granted 7/31/12)	\$ 13.12	<u>(3)</u>	07/31/2022	Common Stock	52,000	
Class B Common Stock	<u>(4)</u>	<u>(5)</u>	<u>(6)</u>	Common Stock	2,147	
Class B Common Stock	<u>(4)</u>	<u>(5)</u>	<u>(6)</u>	Common Stock	2,147	
Class B Common Stock	<u>(4)</u>	<u>(5)</u>	<u>(6)</u>	Common Stock	8,388	
Class B Common Stock	<u>(4)</u>	<u>(5)</u>	<u>(6)</u>	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	05/20/2013
**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) 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.