

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. \_\_\_\_\_) \*

Marcus Corporation

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

566330106

-----  
(CUSIP Number)

Check the following box if a fee is being paid with this statement [ ].  
(A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.)  
(See Rule 13d-7.)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Schedule 13G (continued)

CUSIP No. 566330106

-----  
1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BAMCO, Inc.

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) [X]  
(b) [ ]

-----  
3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
5 SOLE VOTING POWER  
525,000  
-----  
6 SHARED VOTING POWER  
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7 SOLE DISPOSITIVE POWER  
525,000  
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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

525,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.9%

12 TYPE OF REPORTING PERSON\*

IA

\*SEE INSTRUCTIONS BEFORE FILLING OUT

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Schedule 13G (continued)

CUSIP No. 566330106

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Baron Capital Management, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF SHARES 5 SOLE VOTING POWER  
49,900

BENEFICIALLY OWNED BY EACH REPORTING PERSON 6 SHARED VOTING POWER

7 SOLE DISPOSITIVE POWER  
49,900

8 SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

49,900

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.5%

12 TYPE OF REPORTING PERSON\*

IA

\*SEE INSTRUCTIONS BEFORE FILLING OUT

- Item 1.
- (a) Name of Issuer:  
Marcus Corporation
  - (b) Address of Issuer's Principal Executive Offices:  
250 East Wisconsin Avenue  
Suite 1700  
Milwaukee, WI 53202-4220

- Item 2.
- (a) Name of Persons Filing:  
BAMCO, Inc. ("BAMCO")  
Baron Capital Management, Inc. ("BCM")
  - (b) Address of Principal Business Office:  
767 Fifth Avenue  
24th Floor  
New York, NY 10153
  - (c) Citizenship:  
BAMCO and BCM are New York corporations
  - (d) Title of Class Securities:  
Common Stock
  - (e) CUSIP Number:  
566330106

Item 3. PERSONS FILING

BAMCO and BCM are:

- (e) Investment Advisers registered under section 203 of  
the Investment Advisers Act Of 1940
- (h) Group, in accordance with Rule 13d-1(b) (1) (ii) (F)

Item 4. OWNERSHIP^

- (a) Amount Beneficially Owned as of December 31, 1996:  
BAMCO: 525,000 shares  
BCM: 49,900 shares
- (b) Percent of Class:  
BAMCO: 4.9%  
BCM: 0.5%

[FN]

^BAMCO and BCM disclaim beneficial ownership of shares held by their investment advisory clients to the extent such shares are held by persons other than BAMCO, BCM and their affiliates.

- (c) Number of shares as to which such person has:
  - (i) sole power to vote or direct the vote:  
BAMCO: 525,000  
BCM: 49,900
  - (ii) shared power to vote or direct the vote:  
BAMCO: 0  
BCM: 0
  - (iii) sole power to dispose or to direct the disposition of: \*  
BAMCO: 525,000  
BCM: 49,900
  - (iv) shared power to dispose or direct the disposition of: \*  
BAMCO: 0  
BCM: 0

Item 5. OWNERSHIP OF 5% OR LESS OF A CLASS

Not applicable.

Item 6. OWNERSHIP OF MORE THAN 5% ON BEHALF OF ANOTHER PERSON

The advisory clients of BAMCO and BCM have the right to receive

or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Issuer's common stock in their accounts. To the best of the Filing Persons' knowledge, no such person has such interest relating to more than 5% of the outstanding class of securities.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

See Item 3.

[FN]

\* By virtue of investment advisory agreements with their respective clients, BAMCO and BCM have been given the discretion to dispose or the disposition of the securities in the advisory accounts. All such discretionary agreements, are however, revocable.

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Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 7, 1997

BAMCO, Inc. and Baron Capital Management, Inc.  
By:

/s/ Ronald Baron

\_\_\_\_\_  
Ronald Baron, President

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Joint Filing Agreement

The undersigned each hereby agree that the Schedule 13G dated February 7, 1997, which relates to the common stock of Marcus Corporation, is to be filed jointly on behalf of each of them for the reasons stated therein, and any amendments thereto shall be filed jointly by the undersigned.

Dated: February 7, 1997

BAMCO, Inc.  
Baron Capital Management, Inc.

By:

/s/ Ronald Baron

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Ronald Baron, President