

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 18)*

THE MARCUS CORPORATION
(Name of Issuer)

Common Stock, \$1.00 par value
(Title of Class of Securities)

566330 10 6
(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 disclosures provided in a prior cover page.

The information required on 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).

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

Ben Marcus (395-03-2420)

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

Not Applicable

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER
NUMBER OF 196.23
SHARES

6 SHARED VOTING POWER
BENEFICIALLY

3,303,382

OWNED BY

7 SOLE DISPOSITIVE POWER
EACH

196.23

REPORTING

PERSON

8 SHARED DISPOSITIVE POWER

WITH

3,303,382

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,303,578.23

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

[]

N/A

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

16.8%

12 TYPE OF REPORTING PERSON

IN

SEE INSTRUCTIONS BEFORE FILLING OUT!

This Amendment No. 18 to Schedule 13G with regard to The Marcus Corporation is being filed on behalf of the undersigned to amend Item 4 of the originally filed Schedule 13G. Except as expressly stated herein, there have been no material changes in the information set forth in the Schedule 13G.

Item 4. Ownership (as of the date of filing of this Amendment to Schedule 13G):

- (a) Amount Beneficially Owned: 3,303,578.23
- (b) Percent of Class: 16.8%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 196.23 Shares
 - (ii) shared power to vote or to direct the vote: 3,303,382 Shares
 - (iii) sole power to dispose or to direct the disposition of: 196.23 Shares
 - (iv) shared power to dispose or to direct the disposition of: 3,303,382 Shares

The 196.23 shares which Mr. Marcus has sole voting and dispositive power result from his participation in The Marcus Corporation's profit sharing plan. 3,303,382 of the reported beneficial ownership of Common Stock results from the beneficial ownership of shares of Class B Common Stock, which are convertible at any time into Common Stock on a share-for-share basis. The percent of class figure assumes conversion of all outstanding shares of Class B Common Stock into shares of Common Stock. Since each share of Class B Common stock is entitled to 10 votes as opposed to 1 vote for each share of Common Stock, it is extremely unlikely that Mr. Marcus would alone convert a significant portion of his Class B Common Stock into Common Stock.

Mr. Marcus' beneficial ownership consists of:

- (i) 196.23 shares of Common Stock resulting from Mr. Marcus' participation in The Marcus Corporation's profit sharing plan;
- (ii) 2,175,569 shares of Class B Common Stock held by the Ben Marcus and Celia Marcus Revocable Trust;
- (iii) 828,266 shares of Class B Common Stock held by the Celia Marcus and Ben Marcus Revocable Trust; and
- (iv) 299,547 shares of Class B Common Stock held by Mr. Marcus

as a Shareholder of Guest House Inn, Inc.

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.

January 28, 1997
Date

/s/ Stephen H. Marcus
(By Stephen H. Marcus as
attorney-in-fact pursuant to
a power of attorney previously
filed with the Commission
and incorporated by reference.