SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
GERSHOWITZ DIANE M	MARCUS CORP [MCS]	X Director 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/29/2019	Officer (give title below) Other (specify below)
THE MARCUS CORPORATION 100 E. WISCONSIN AVE., SUITE 1900	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(Street) MILWAUKEE WI 53202		X Form filed by One Reporting Person Form filed by More than One Reporting Person
(City) (State) (Zip)		

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	(A) or (D)	Price			
Common Stock	03/29/2019		S[(1)]		8,973	D	$40.05	50,799	I	By DG-LDJ Holdings, LLC
Common Stock								207,955	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)[(2)]	$10.78							05/28/2009	05/28/2019	Common Stock	500		500	D	
Stock Option (Right to Buy)[(2)]	$11.14							05/27/2010	05/27/2020	Common Stock	500		500	D	
Stock Option (Right to Buy)[(2)]	$10.5							05/26/2011	05/26/2021	Common Stock	500		500	D	
Stock Option (Right to Buy)[(2)]	$13.33							05/31/2012	05/31/2022	Common Stock	500		500	D	
Stock Option (Right to Buy)[(2)]	$13.45							05/30/2013	05/30/2023	Common Stock	1,000		1,000	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)[2]	$16.84							05/29/2014	05/29/2024	Common Stock	1,000		1,000	D	
Stock Option (Right to Buy)[2]	$19.65							05/28/2015	05/28/2025	Common Stock	1,000		1,000	D	
Stock Option (Right to Buy)[2]	$18.97							12/31/2015	12/31/2025	Common Stock	583		583	D	
Stock Option (Right to Buy)[2]	$31.55							12/29/2016	12/29/2026	Common Stock	1,000		1,000	D	
Stock Option (Right to Buy)[2]	$27.2							12/28/2017	12/28/2027	Common Stock	1,000		1,000	D	
Stock Option (Right to Buy)[2]	$38.51							12/27/2018	12/27/2028	Common Stock	1,000		1,000	D	
Class B Common Stock	[3]							[4]	[5]	Common Stock	17,730		17,730	D	
Class B Common Stock	[3]							[4]	[5]	Common Stock	2,432,148		2,432,148	I	By DG-LDJ Holdings, LLC
Class B Common Stock	[3]							[4]	[5]	Common Stock	131,506		131,506	I	As Trustee[6]
Class B Common Stock	[3]							[4]	[5]	Common Stock	50,845		50,845	I	By Trust[7]

Explanation of Responses:

1. The reported transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 4, 2019.

2. Granted pursuant to The Marcus Corporation 2004 Equity and Incentive Awards Plan.

3. This security is convertible into common stock on a 1-for-1 basis at no cost.

4. This security is immediately exercisable.

5. No expiration date.

6. As trustee for brother's children.

7. By the Ben and Celia Marcus 1992 Revocable Trust F/B/O Diane M. Gershowitz.

/s/ Steven R. Barth, Attorney-in-Fact for Diane M. Gershowitz   04/01/2019

** Signature of Reporting Person   Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.