

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* <u>Marcus Gregory S</u> (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 <u>MARCUS CORP [MCS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 02/25/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) X 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	(A) or (D)	Price			
Common Stock								201,279	D	
Common Stock								75	I	As custodian ⁽¹⁾
Common Stock								7,634.18 ⁽²⁾	I	By 401(k) Plan

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) (granted 2/25/20)	\$28.88	02/25/2020		A		121,000		(4)	02/25/2030	Common Stock	121,000	\$0	121,000	D	
Stock Option (right to buy) (granted 7/27/10)	\$11.89							(3)	07/27/2020	Common Stock	5,000		5,000	D	
Stock Option (right to buy) (granted 7/26/11)	\$10							(3)	07/26/2021	Common Stock	60,000		60,000	D	
Stock Option (right to buy) (granted 7/31/12)	\$13.12							(3)	07/31/2022	Common Stock	52,000		52,000	D	
Stock Option (right to buy) (granted 7/30/13)	\$13.04							(3)	07/30/2023	Common Stock	57,500		57,500	D	
Stock Option (right to buy) (granted 7/29/14)	\$18.34							(3)	07/29/2024	Common Stock	49,500		49,500	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) (granted 7/28/15)	\$20.26							(3)	07/28/2025	Common Stock	44,100		44,100	D	
Stock Option (right to buy) (granted 3/1/16)	\$18.68							(3)	03/01/2026	Common Stock	28,500		28,500	D	
Stock Option (right to buy) (granted 2/28/17)	\$31.2							(3)	02/28/2027	Common Stock	40,000		40,000	D	
Stock Option (right to buy) (granted 2/27/18)	\$27							(4)	02/27/2028	Common Stock	75,000		75,000	D	
Stock Option (right to buy) (granted 2/26/19)	\$41.9							(4)	02/26/2029	Common Stock	70,200		70,200	D	
Class B Common Stock	(5)							(6)	(7)	Common Stock	191,056		191,056	D	
Class B Common Stock	(5)							(6)	(7)	Common Stock	10,786		10,786	I	As custodian ⁽⁸⁾
Class B Common Stock	(5)							(6)	(7)	Common Stock	8,388		8,388	I	As trustee ⁽⁹⁾
Class B Common Stock	(5)							(6)	(7)	Common Stock	18,233		18,233	I	By spouse

Explanation of Responses:

- As sole custodian of the Alexandra Marcus U/WI/UTMA.
- Balance reflects the most current data available with regard to the reporting person's holdings in the 401(k) Plan.
- 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.
- The options originally granted vest and become exercisable as follows: 50% after 2nd anniversary of the date of grant; 75% after 3rd anniversary; and 100% after 4 years.
- This security is convertible into common stock on a 1-for-1 basis at no cost.
- This security is immediately exercisable.
- No expiration date.
- As sole custodian of the Alexandra Marcus U/WI/UTMA, the Michael Marcus U/WI/UTMA, and the Samantha Marcus U/WI/UTMA.
- As trustee of the Gabriella Marcus Trust, the Daniella Marcus Trust and the Jessica Marcus Trust.

/s/ Steven R. Barth, Attorney-in-Fact for Gregory S. Marcus 02/27/2020

** 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.

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