

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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* <u>GERSHOWITZ DIANE M</u> _____ (Last) (First) (Middle) <u>THE MARCUS CORPORATION</u> <u>100 E. WISCONSIN AVE., SUITE 1900</u> _____ (Street) <u>MILWAUKEE WI 53202</u> _____ (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/26/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	03/26/2019		s <sup>(1)</sup>		1,901	D	\$40.0021 <sup>(2)</sup>	104,400	I	By DG-LDJ Holdings, LLC
Common Stock	03/27/2019		s <sup>(1)</sup>		9,700	D	\$40.0568 <sup>(3)</sup>	94,700	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		Date Exercisable	Expiration Date					
Stock Option (Right to Buy) <sup>(4)</sup>	\$10.78						05/28/2009	05/28/2019	Common Stock	500	500	D	
Stock Option (Right to Buy) <sup>(4)</sup>	\$11.14						05/27/2010	05/27/2020	Common Stock	500	500	D	
Stock Option (Right to Buy) <sup>(4)</sup>	\$10.5						05/26/2011	05/26/2021	Common Stock	500	500	D	
Stock Option (Right to Buy) <sup>(4)</sup>	\$13.33						05/31/2012	05/31/2022	Common Stock	500	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) <sup>(4)</sup>	\$13.45								05/30/2013	05/30/2023	Common Stock	1,000		1,000	D		
Stock Option (Right to Buy) <sup>(4)</sup>	\$16.84								05/29/2014	05/29/2024	Common Stock	1,000		1,000	D		
Stock Option (Right to Buy) <sup>(4)</sup>	\$19.65								05/28/2015	05/28/2025	Common Stock	1,000		1,000	D		
Stock Option (Right to Buy) <sup>(4)</sup>	\$18.97								12/31/2015	12/31/2025	Common Stock	583		583	D		
Stock Option (Right to Buy) <sup>(4)</sup>	\$31.55								12/29/2016	12/29/2026	Common Stock	1,000		1,000	D		
Stock Option (Right to Buy) <sup>(4)</sup>	\$27.2								12/28/2017	12/28/2027	Common Stock	1,000		1,000	D		
Stock Option (Right to Buy) <sup>(4)</sup>	\$38.51								12/27/2018	12/27/2028	Common Stock	1,000		1,000	D		
Class B Common Stock	(5)								(6)	(7)	Common Stock	17,730		17,730	D		
Class B Common Stock	(5)								(6)	(7)	Common Stock	2,432,148		2,432,148	I	By DG-LDJ Holdings, LLC	
Class B Common Stock	(5)								(6)	(7)	Common Stock	131,506		131,506	I	As Trustee <sup>(8)</sup>	
Class B Common Stock	(5)								(6)	(7)	Common Stock	50,845		50,845	I	By Trust <sup>(9)</sup>	

**Explanation of Responses:**

- The reported transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 4, 2019.
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$40.00 to \$40.02. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing an average weighted price.
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$40.00 to \$40.07. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing an average weighted price.
- Granted pursuant to The Marcus Corporation 2004 Equity and Incentive Awards Plan.
- 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 trustee for brother's children.
- 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      03/27/2019

\*\* 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.**

