

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>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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/15/2019</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	02/15/2019		F		967	D	\$40.13	172,816	D	
Common Stock								75	I	As custodian <sup>(1)</sup>
Common Stock								7,493.05 <sup>(2)</sup>	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					
Stock Option (right to buy) (granted 7/28/09)	\$13.34								(3)	07/28/2019	Common Stock	12,496	12,496	D	
Stock Option (right to buy) (granted 7/27/10)	\$11.89								(3)	07/27/2020	Common Stock	13,411	13,411	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	

**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 7/30/13)	\$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	
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 <sup>(8)</sup>
Class B Common Stock	(5)							(6)	(7)	Common Stock	8,388		8,388	I	As trustee <sup>(9)</sup>
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 03/12/2019

\*\* 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.**