

MARCUS CORP

Form 4

November 23, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KISSINGER THOMAS F

(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
MARCUS CORP [MCS]

3. Date of Earliest Transaction
(Month/Day/Year)
11/22/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Sr Exec VP, Gen Counsel & Secy

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)
Common Stock	11/22/2016		M	5,423 A	\$ 11.89 61,563	D	
Common Stock	11/22/2016		F	2,150 D	\$ 30 59,413	D	
Common Stock					6,552.75 ⁽¹⁾	I	By 401(k) Plan
Common Stock					499.327 ⁽²⁾	I	By Plan ⁽³⁾

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)		8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Stock Option (right to buy) (granted 8/2/07)	\$ 20.4					(4)	08/02/2017	Common Stock		9,969
Stock Option (right to buy) (granted 7/29/08)	\$ 15.59					(4)	07/29/2018	Common Stock		13,512
Stock Option (right to buy) (granted 7/28/09)	\$ 13.34					(4)	07/28/2019	Common Stock		13,179
Stock Option (right to buy) (granted 7/27/10)	\$ 11.89	11/22/2016		M	5,423	(4)	07/27/2020	Common Stock		5,423
Stock Option (right to buy) (granted	\$ 10					(4)	07/26/2021	Common Stock		5,351

7/26/11)

Stock

Option

(right to
buy)

\$ 13.12

(4)

07/31/2022

Common
Stock

22,000

(granted
7/31/12)

Stock

Option

(right to
buy)

\$ 13.04

(4)

07/30/2023

Common
Stock

22,750

(granted
7/30/13)

Stock

Option

(right to
buy)

\$ 18.34

(4)

07/29/2024

Common
Stock

17,900

(granted
7/29/14)

Stock

Option

(right to
buy)

\$ 20.26

(4)

07/28/2025

Common
Stock

19,300

(granted
7/28/15)

Stock

Option

(right to
buy)

\$ 18.68

(4)

03/01/2026

Common
Stock

12,300

(granted
3/1/16)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KISSINGER THOMAS F THE MARCUS CORPORATION 100 E. WISCONSIN AVE., SUITE 1900 MILWAUKEE, WI 53202			Sr Exec VP, Gen Counsel & Secy	

Signatures

/s/ Steven R. Barth, Attorney-in-Fact for Thomas F.
Kissinger

11/23/2016

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) Balance reflects the most current data available with regard to the reporting person's holdings in the 401(k) Plan.
- (2) Balance reflects the reporting person's holdings in The Marcus Corporation Dividend Reinvestment and Associate Stock Purchase Plan as of September 23, 2016.
- (3) By Dividend Reinvestment and Associate Stock Purchase Plan.
- (4) 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.

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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