

MILSTEIN PHILIP L
Form 4
December 12, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MILSTEIN PHILIP L

(Last) (First) (Middle)

OGDEN CAP PROPERTIES,
LLC, 545 MADISON AVENUE,
6TH FLOOR

(Street)

NEW YORK, NY 10022-4219

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MARCUS CORP [MCS]

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

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	
Class B Common Stock	12/08/2017		C		62,055	D	\$ 0 0	As partner of Northmon Investment Co.
Common Stock	12/08/2017		C		62,055	A	\$ 0 110,021	
Common Stock							2,500	As trustee for PLM Foundation (1)

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Common Stock				124,111	I	As co-trustee for SVM Foundation ⁽¹⁾
Common Stock				5,625	I	As trustee for A. B. Elbaum ⁽¹⁾
Common Stock				8,100	I	By children ⁽¹⁾
Common Stock				2,000	I	By spouse ⁽¹⁾

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. Price or Value of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		
Stock Option (Right to Buy) ⁽²⁾	\$ 17.17					05/29/2008	05/29/2018	Common Stock	500
Stock Option (Right to Buy) ⁽²⁾	\$ 10.78					05/28/2009	05/28/2019	Common Stock	500
Stock Option (Right to	\$ 11.14					05/27/2010	05/27/2020	Common Stock	500

Buy) ⁽²⁾					
Stock					
Option	\$ 10.5	05/26/2011	05/26/2021	Common	500
(Right to				Stock	
Buy) ⁽²⁾					
Stock					
Option	\$ 13.33	05/31/2012	05/31/2022	Common	500
(Right to				Stock	
Buy) ⁽²⁾					
Stock					
Option	\$ 13.45	05/30/2013	05/30/2023	Common	1,000
(Right to				Stock	
Buy) ⁽²⁾					
Stock					
Option	\$ 16.84	05/29/2014	05/29/2024	Common	1,000
(Right to				Stock	
Buy) ⁽²⁾					
Stock					
Option	\$ 19.65	05/28/2015	05/28/2025	Common	1,000
(Right to				Stock	
Buy) ⁽²⁾					
Stock					
Option	\$ 18.97	12/31/2015	12/31/2025	Common	583
(Right to				Stock	
Buy) ⁽²⁾					
Stock					
Option	\$ 31.55	12/29/2016	12/29/2026	Common	1,000
(Right to				Stock	
Buy) ⁽²⁾					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILSTEIN PHILIP L OGDEN CAP PROPERTIES, LLC 545 MADISON AVENUE, 6TH FLOOR NEW YORK, NY 10022-4219		X		

Signatures

/s/ Steven R. Barth, Attorney-in-Fact for Philip L. Milstein

12/12/2017

 **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) The undersigned disclaims any beneficial interest in shares owned by his wife, children, held by him as trustee for Ms. Abby Black Elbaum, held by him as trustee for PLM Foundation, or held by him as co-trustee for SVM Foundation.
- (2) Granted pursuant to The Marcus Corporation 2004 Equity and Incentive Awards Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.