

MILSTEIN PHILIP L  
Form 4  
December 29, 2017

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

OMB APPROVAL

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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

(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)  
12/28/2017

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 or Disposed of (A) or (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	12/21/2017		G	V 14,270 D \$ 0	53,007 <sup>(1)</sup>	D	
Common Stock	12/27/2017		G	V 10,000 D \$ 0	43,007	D	
Common Stock	12/28/2017		A	<u>1,500</u> <sup>(2)</sup> A \$ 0	44,507	D	
Common Stock					45,244 <sup>(1)</sup>	I	As trustee for PLM Foundation <sup>(3)</sup>

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Common Stock	12/21/2017		G	V	5,625	D	\$ 0	0	I	As trustee for A. B. Elbaum <sup>(3)</sup>
Common Stock								124,111	I	As co-trustee for SVM Foundation <sup>(3)</sup>
Common Stock								8,100	I	By children <sup>(3)</sup>
Common Stock								2,000	I	By spouse <sup>(3)</sup>

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. D S (I)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) <sup>(4)</sup>	\$ 27.2	12/28/2017		A	1,000	12/28/2017	12/28/2027	Common Stock	1,000
Stock Option (Right to Buy) <sup>(4)</sup>	\$ 17.17					05/29/2008	05/29/2018	Common Stock	500
Stock Option (Right to Buy) <sup>(4)</sup>	\$ 10.78					05/28/2009	05/28/2019	Common Stock	500
	\$ 11.14					05/27/2010	05/27/2020		500

Stock Option (Right to Buy) <sup>(4)</sup>					Common Stock	
Stock Option (Right to Buy) <sup>(4)</sup>	\$ 10.5	05/26/2011	05/26/2021		Common Stock	500
Stock Option (Right to Buy) <sup>(4)</sup>	\$ 13.33	05/31/2012	05/31/2022		Common Stock	500
Stock Option (Right to Buy) <sup>(4)</sup>	\$ 13.45	05/30/2013	05/30/2023		Common Stock	1,000
Stock Option (Right to Buy) <sup>(4)</sup>	\$ 16.84	05/29/2014	05/29/2024		Common Stock	1,000
Stock Option (Right to Buy) <sup>(4)</sup>	\$ 19.65	05/28/2015	05/28/2025		Common Stock	1,000
Stock Option (Right to Buy) <sup>(4)</sup>	\$ 18.97	12/31/2015	12/31/2025		Common Stock	583
Stock Option (Right to Buy) <sup>(4)</sup>	\$ 31.55	12/29/2016	12/29/2026		Common Stock	1,000

## 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

12/29/2017

\_\_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) 42,744 shares previously held by the reporting person directly were transferred into the PLM Foundation in a transaction exempt from Section 16 reporting pursuant to Rule 16a-13.
- (2) Restricted stock granted December 28, 2017 vests and becomes exercisable as follows: 50% after 3rd anniversary of the date of the grant and 100% after 5th anniversary of the date of the grant or upon death, disability or retirement.
- (3) 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.
- (4) 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.

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