

MARCUS CORP  
Form 4  
April 11, 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 \*  
**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)  
**03/03/2017**

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)  
**Sr Exec VP, Gen Counsel & Secy**

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/03/2017		I		6,409.044	D	\$ 30.85
							278.26 <sup>(1)</sup>
Common Stock	04/07/2017		M		3,810	A	\$ 13.12
Common Stock	04/07/2017		F		1,984	D	\$ 30.8
							64,039
Common Stock							503.107 <sup>(2)</sup>
						I	

By 401(k) Plan

By Plan <sup>(3)</sup>

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

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SEC 1474  
(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	Amount or Number of Shares
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					(4) 07/27/2020		Common Stock	14,077
Stock Option (right to buy)	\$ 10					(4) 07/26/2021		Common Stock	5,351

(granted 7/26/11)									
Stock Option (right to buy)	\$ 13.12	04/07/2017	M	3,810	(4)	07/31/2022	Common Stock	3,810	
(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)									
Stock Option (right to buy)	\$ 31.2				(4)	02/28/2027	Common Stock	17,000	
(granted 2/28/17)									

## Reporting Owners

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

MILWAUKEE, WI 53202

## Signatures

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

04/11/2017

\_\_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) 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 April 7, 2017.
- (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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