

MARCUS CORP  
Form 4  
March 26, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**OLSON BRUCE J**

(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)  
**03/24/2014**

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  |  |   |
| Common Stock                    | 03/24/2014                           |  | M                              |   | 6,105   | A  | \$ 14.0694  | 27,254 |  | D |
| Common Stock                    | 03/24/2014                           |  | M                              |   | 25,000  | A  | \$ 15.59  | 52,254 |  | D |
| Common Stock                    | 03/24/2014                           |  | M                              |   | 9,872   | A  | \$ 13.34  | 62,126 |  | D |
| Common Stock                    | 03/24/2014                           |  | S                              |   | 40,977  | D  | \$ 15.8664  | 21,149 |  | D |
|                                 | 03/25/2014                           |  | M                              |   | 14,258  | A  |   | 35,407 |  | D |

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|              |            |  |   |        |   |                          |         |                          |
|--------------|------------|--|---|--------|---|--------------------------|---------|--------------------------|
| Common Stock |            |  |   |        |   | \$ 12.7298               |         |                          |
| Common Stock | 03/25/2014 |  | M | 8,153  | A | \$ 14.0694               | 43,560  | D                        |
| Common Stock | 03/25/2014 |  | M | 20,128 | A | \$ 13.34                 | 63,688  | D                        |
| Common Stock | 03/25/2014 |  | M | 7,680  | A | \$ 11.89                 | 71,368  | D                        |
| Common Stock | 03/25/2014 |  | M | 8,866  | A | \$ 10                    | 80,234  | D                        |
| Common Stock | 03/25/2014 |  | M | 27,000 | A | \$ 13.12                 | 107,234 | D                        |
| Common Stock | 03/25/2014 |  | S | 86,085 | D | \$ 15.6673<br><u>(2)</u> | 21,149  | D                        |
| Common Stock |            |  |   |        |   |                          | 1,350   | I                        |
|              |            |  |   |        |   |                          |         | As trustee<br><u>(3)</u> |

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

**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 control number.**

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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) |              |                            |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Stock Option (right to buy) (granted 8/18/04) | \$ 12.7298   | 03/25/2014                           |  | M                              | 14,258  | <u>(4)</u>   | 03/28/2014 <sup>(4)</sup>                                     | Common Stock | 14,258                     |
| Stock Option                                  | \$ 14.0694   | 03/24/2014                           |  | M                              | 6,105   | <u>(4)</u>   | 03/28/2014 <sup>(4)</sup>                                     | Common Stock | 6,105                      |

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|  |            |            |   |        |            |                           |              |        |
|--|------------|------------|---|--------|------------|---------------------------|--------------|--------|
| (right to buy)<br>(granted 10/6/05)<br>Stock Option<br>(right to buy)<br>(granted 10/6/05) | \$ 14.0694 | 03/25/2014 | M | 8,153  | <u>(4)</u> | 03/28/2014 <sup>(4)</sup> | Common Stock | 8,153  |
| Stock Option<br>(right to buy)<br>(granted 7/31/06)  | \$ 19.74   |            |   |        | <u>(4)</u> | 03/28/2014 <sup>(4)</sup> | Common Stock | 15,000 |
| Stock Option<br>(right to buy)<br>(granted 8/2/07)   | \$ 20.4    |            |   |        | <u>(4)</u> | 03/28/2014 <sup>(4)</sup> | Common Stock | 15,000 |
| Stock Option<br>(right to buy)<br>(granted 7/29/08)  | \$ 15.59   | 03/24/2014 | M | 25,000 | <u>(4)</u> | 03/28/2014 <sup>(4)</sup> | Common Stock | 25,000 |
| Stock Option<br>(right to buy)<br>(granted 7/28/09)  | \$ 13.34   | 03/24/2014 | M | 9,872  | <u>(4)</u> | 03/28/2014 <sup>(4)</sup> | Common Stock | 9,872  |
| Stock Option<br>(right to buy)<br>(granted 7/28/09)  | \$ 13.34   | 03/25/2014 | M | 20,128 | <u>(4)</u> | 03/28/2014 <sup>(4)</sup> | Common Stock | 20,128 |
| Stock Option<br>(right to buy)<br>(granted 7/27/10)  | \$ 11.89   | 03/25/2014 | M | 7,680  | <u>(4)</u> | 03/28/2014 <sup>(4)</sup> | Common Stock | 7,680  |
|  | \$ 10      | 03/25/2014 | M | 8,866  | <u>(4)</u> | 03/28/2014 <sup>(4)</sup> |              | 8,866  |

|  |          |            |   |        |     |               |  |                 |        |
|--|----------|------------|---|--------|-----|---------------|--|-----------------|--------|
| Stock<br>Option<br>(right to<br>buy)<br>(granted<br>7/26/11) |          |            |   |        |     |               |  | Common<br>Stock |        |
| Stock<br>Option<br>(right to<br>buy)<br>(granted<br>7/31/12) | \$ 13.12 | 03/25/2014 | M | 27,000 | (4) | 03/28/2014(4) |  | Common<br>Stock | 27,000 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| OLSON BRUCE J<br>THE MARCUS CORPORATION<br>100 E. WISCONSIN AVE., SUITE 1900<br>MILWAUKEE, WI 53202 |               | X         |         |       |

## Signatures

/s/ Steven R. Barth, Attorney-in-Fact for Bruce J. Olson 03/26/2014

\_\_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).

The price in Column 4 is a weighted average price. The prices actually received ranged from \$15.75 to \$15.96. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing a weighted average price.

The price in Column 4 is a weighted average price. The prices actually received ranged from \$15.61 to \$15.78. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing a weighted average price.

(3) As trustee of the Bruce Olson Family Trust.

The options originally granted vested and became 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, subject to adjustment in certain circumstances. As a result of the reporting person's retirement as an officer of the Issuer, all options became immediately exercisable and expire on March 28, 2014.

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.