

MARCUS CORP  
Form 4  
September 30, 2016

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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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 \*  
NEIS DOUGLAS A

(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)  
09/28/2016

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)  
CFO and Treasurer

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	09/28/2016		M	5,031	A	\$ 20.4	56,033 D
Common Stock	09/28/2016		M	6,488	A	\$ 15.59	62,521 D
Common Stock	09/28/2016		M	6,821	A	\$ 13.34	69,342 D
Common Stock	09/28/2016		F	11,672	D	\$ 25.26	57,670 D
Common Stock						7,424.63 <sup>(1)</sup>	I By 401(k) Plan

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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
Stock Option (right to buy) (granted 8/2/07)	\$ 20.4	09/28/2016		M	5,031	(2) 08/02/2017	Common Stock	5,031
Stock Option (right to buy) (granted 7/29/08)	\$ 15.59	09/28/2016		M	6,488	(2) 07/29/2018	Common Stock	6,488
Stock Option (right to buy) (granted 7/28/09)	\$ 13.34	09/28/2016		M	6,821	(2) 07/28/2019	Common Stock	6,821
Stock Option (right to buy) (granted 7/27/10)	\$ 11.89					(2) 07/27/2020	Common Stock	22,500
Stock Option (right to buy)	\$ 10					(2) 07/26/2021	Common Stock	22,500

(granted 7/26/11)					
Stock Option (right to buy)	\$ 13.12	(2)	07/31/2022	Common Stock	19,500
(granted 7/31/12)					
Stock Option (right to buy)	\$ 13.04	(2)	07/30/2023	Common Stock	21,000
(granted 7/30/13)					
Stock Option (right to buy)	\$ 18.34	(2)	07/29/2024	Common Stock	16,400
(granted 7/29/14)					
Stock Option (right to buy)	\$ 20.26	(2)	07/28/2025	Common Stock	17,400
(granted 7/28/15)					
Stock Option (right to buy)	\$ 18.68	(2)	03/01/2026	Common Stock	11,150
(granted 3/1/16)					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEIS DOUGLAS A THE MARCUS CORPORATION 100 E. WISCONSIN AVE., SUITE 1900 MILWAUKEE, WI 53202			CFO and Treasurer	

## Signatures

/s/ Steven R. Barth, Attorney-in-Fact for Douglas A.  
Neis

09/30/2016

\_\_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) 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. 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.