

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-10** | Period of Report: **2013-01-08**
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REPORTING OWNER

OLSON BRUCE J

CIK: **1183313**

Type: **4** | Act: **34** | File No.: **001-12604** | Film No.: **13522918**

ISSUER

MARCUS CORP

CIK: **62234** | IRS No.: **391139844** | State of Incorp.: **WI** | Fiscal Year End: **0527**
SIC: **7011** Hotels & motels

Mailing Address

100 EAST WISCONSIN

AVENUE

SUITE 1900

MILWAUKEE WI 53202-4125

Business Address

100 EAST WISCONSIN

AVENUE

SUITE 1900

MILWAUKEE WI 53202-4125
4142726020

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person OLSON BRUCE J			2. Issuer Name and Ticker or Trading Symbol MARCUS CORP [MCS]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Senior Vice President	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/08/2013			
THE MARCUS CORPORATION, 100 E. WISCONSIN AVE., SUITE 1900						
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
MILWAUKEE, WI 53202						
(City)	(State)	(Zip)				

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	01/08/2013		S	(1)	1,157	D	\$13.3322 (2)	143,145	D	
Common Stock	01/09/2013		S	(1)	10,000	D	\$13.33	133,145	D	
Common Stock	01/10/2013		S	(1)	10,000	D	\$13.3526 (3)	123,145	D	
Common Stock								10,025 (4)	I	By 401(k) Plan
Common Stock								1,350	I	As trustee (5)

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

										of Shares				
Stock Option (right to buy) (granted 9/8/03)	\$10.2469						(6)	09/08/2013	Common Stock	8,555		8,555	D	
Stock Option (right to buy) (granted 8/18/04)	\$12.7298						(6)	08/18/2014	Common Stock	14,258		14,258	D	
Stock Option (right to buy) (granted 10/6/05)	\$14.0694						(6)	10/06/2015	Common Stock	14,258		14,258	D	
Stock Option (right to buy) (granted 7/31/06)	\$19.74						(6)	07/31/2016	Common Stock	15,000		15,000	D	
Stock Option (right to buy) (granted 8/2/07)	\$20.4						(6)	08/20/2017	Common Stock	15,000		15,000	D	
Stock Option (right to buy) (granted 7/29/08)	\$15.59						(6)	07/29/2018	Common Stock	25,000		25,000	D	
Stock Option (right to buy) (granted 7/28/09)	\$13.34						(6)	07/28/2019	Common Stock	30,000		30,000	D	
Stock Option (right to buy) (granted 7/27/10)	\$11.89						(6)	07/27/2020	Common Stock	30,000		30,000	D	
Stock Option (right to buy) (granted 7/26/11)	\$10						(6)	07/26/2021	Common Stock	30,000		30,000	D	
Stock Option (right to buy)	\$13.12						(6)	07/31/2022	Common Stock	27,000		27,000	D	

(granted
7/31/12)

Explanation of Responses:

1. The reported transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 14, 2012.
2. The price in Column 4 is a weighted average price. The prices actually received ranged from \$13.33 to \$13.35. 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 an average weighted price.
3. The price in Column 4 is a weighted average price. The prices actually received ranged from \$13.34 to \$13.37. 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 an average weighted price.
4. Balance reflects the most current data available with regard to the reporting person's holdings in the 401(k) Plan.
5. As trustee of the Bruce Olson Family Trust.
6. 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.

Signatures

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

** Signature of Reporting Person

01/10/2012

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.