#### GERSHOWITZ DIANE M

Form 4

February 29, 2012

### FORM 4

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

OMB Number: 3235-0287

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, 2005

Form 4 or Form 5 obligations SECURITIES

File 1 (1) Silver Silver

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

Expires:

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person <u>\*</u> GERSHOWITZ DIANE M

2. Issuer Name **and** Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

02/22/2012

MARCUS CORP [MCS]

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

\_X\_\_ Director \_\_\_\_\_\_ 10% Owner \_\_\_\_\_ Officer (give title \_\_\_\_\_ Other (specify

THE MARCUS

CORPORATION, 100 E.

**WISCONSIN AVE., SUITE 1900** 

(Street)

4. If Amendment, Date Original

 Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

\_X\_Form filed by One Reporting Person
\_\_\_\_ Form filed by More than One Reporting

Person

MILWAUKEE, WI 53202

(City)	(State)	Zip) Table	e I - Noi	n-De	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (Instr.		4. Securi nAcquired Disposed (Instr. 3,	l (A) o	))	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	02/22/2012		C		8,280	A	\$0	12,011	D	
Common Stock	02/22/2012		G	V	8,280	D	\$ 0	3,731	D	
Common Stock								350	I	By DG-LDJ Holdings, LLC

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.

SEC 1474 (9-02)

# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. 5. Number Transaction of Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exerci Expiration Dat (Month/Day/Y	re e	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
Class B Common Stock	(1)	02/22/2012		C			8,280	(2)	<u>(3)</u>	Common Stock	8,280
Class B Common Stock	<u>(1)</u>							(2)	(3)	Common Stock	2,832,14
Class B Common Stock	(1)							(2)	(3)	Common Stock	196,259
Class B Common Stock	<u>(1)</u>							(2)	(3)	Common Stock	50,845
Stock Option (Right to Buy) (6)	\$ 9.2159							05/30/2002	05/30/2012	Common Stock	713
Stock Option (Right to Buy) (6)	\$ 9.5245							05/29/2003	05/29/2013	Common Stock	713
Stock Option (Right to Buy) (6)	\$ 11.2709							05/27/2004	05/27/2014	Common Stock	713
Stock Option (Right to	\$ 15.6966							05/26/2005	05/26/2015	Common Stock	713

Buy) (7)					
Stock Option (Right to Buy) (7)	\$ 17.73	05/25/2006	05/25/2016	Common Stock	500
Stock Option (Right to Buy) (7)	\$ 23.37	05/31/2007	05/31/2017	Common Stock	500
Stock Option (Right to Buy) (7)	\$ 17.17	05/29/2008	05/29/2018	Common Stock	500
Stock Option (Right to Buy) (7)	\$ 10.78	05/28/2009	05/28/2019	Common Stock	500
Stock Option (Right to Buy) (7)	\$ 11.14	05/27/2010	05/27/2020	Common Stock	500
Stock Option (Right to Buy) (7)	\$ 10.5	05/26/2011	05/26/2021	Common Stock	500

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
GERSHOWITZ DIANE M THE MARCUS CORPORATION 100 E. WISCONSIN AVE., SUITE 1900 MILWAUKEE, WI 53202	X						

### **Signatures**

/s/ Steven R. Barth,
Attorney-in-Fact

\*\*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) This security is convertible into common stock on a 1-for-1 basis at no cost.
- (2) This security is immediately exercisable.

Reporting Owners 3

- (3) No expiration date.
- (4) As trustee for brother's children.
- (5) By the Ben and Celia Marcus 1992 Revocable Trust F/B/O Diane M. Gershowitz.
- (6) Granted pursuant to The Marcus Corporation 1994 Nonemployee Director Stock Option Plan.
- (7) Granted pursuant to The Marcus Corporation 2004 Equity Incentive Plan.

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.