

NEIS DOUGLAS A

Form 4

March 19, 2019

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

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

OMB APPROVAL

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

(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)
03/15/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
CFO and Treasurer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	03/15/2019		M		13,179	A	\$ 13.34
Common Stock	03/15/2019		F		7,082	D	\$ 40.55
Common Stock					28,303	D	

by Neis
Revocable
trustby Neis
Revocable
trust

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)

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. D S (1)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) (granted 7/28/09)	\$ 13.34	03/15/2019		M	13,179	(1) 07/28/2019	Common Stock	13,179
Stock Option (right to buy) (granted 7/27/10)	\$ 11.89					(1) 07/27/2020	Common Stock	8,423
Stock Option (right to buy) (granted 7/26/11)	\$ 10					(1) 07/26/2021	Common Stock	9,000
Stock Option (right to buy) (granted 7/31/12)	\$ 13.12					(1) 07/31/2022	Common Stock	19,500
Stock Option (right to buy) (granted 7/30/13)	\$ 13.04					(1) 07/30/2023	Common Stock	21,000

Stock Option (right to buy) \$ 18.34 (granted 7/29/14)	(1)	07/29/2024	Common Stock	16,400
Stock Option (right to buy) \$ 20.26 (granted 7/28/15)	(1)	07/28/2025	Common Stock	17,400
Stock Option (right to buy) \$ 18.68 (granted 3/1/16)	(1)	03/01/2026	Common Stock	11,150
Stock Option (right to buy) \$ 31.2 (granted 2/28/17)	(1)	02/28/2027	Common Stock	16,500
Stock Option (right to buy) \$ 27 (granted 2/27/18)	(2)	02/27/2028	Common Stock	23,500
Stock Option (right to buy) \$ 41.9 (granted 2/26/19)	(2)	02/26/2029	Common Stock	21,900

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

03/19/2019

__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) 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.
- (2) The options originally granted vest and become exercisable as follows: 50% after 2nd anniversary of the date of grant; 75% after 3rd anniversary; and 100% after 4 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.