

OMB APPROVAL	
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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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>MILSTEIN PHILIP L</u>  (Last) (First) (Middle) <u>OGDEN CAP PROPERTIES, LLC</u> <u>545 MADISON AVENUE, 6TH FLOOR</u>  (Street) <u>NEW YORK NY 10022-4219</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MARCUS CORP [ MCS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/27/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	12/27/2018		A <sup>(1)</sup>		1,500	A	\$0	47,260	D	
Common Stock								10,244	I	As trustee for PLM Foundation
Common Stock								124,111	I	As co-trustee for SVM Foundation <sup>(2)</sup>
Common Stock								8,100	I	By children <sup>(2)</sup>
Common Stock								2,000	I	By spouse <sup>(2)</sup>

**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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy) <sup>(3)</sup>	\$38.51	12/27/2018		A		1,000		12/27/2018	12/27/2028	Common Stock	1,000	\$0	1,000	D	
Stock Option (Right to Buy) <sup>(3)</sup>	\$10.78							05/28/2009	05/28/2019	Common Stock	500		500	D	
Stock Option (Right to Buy) <sup>(3)</sup>	\$11.14							05/27/2010	05/27/2020	Common Stock	500		500	D	

**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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy) <sup>(3)</sup>	\$10.5							05/26/2011	05/26/2021	Common Stock	500		500	D	
Stock Option (Right to Buy) <sup>(3)</sup>	\$13.33							05/31/2012	05/31/2022	Common Stock	500		500	D	
Stock Option (Right to Buy) <sup>(3)</sup>	\$13.45							05/30/2013	05/30/2023	Common Stock	1,000		1,000	D	
Stock Option (Right to Buy) <sup>(3)</sup>	\$16.84							05/29/2014	05/29/2024	Common Stock	1,000		1,000	D	
Stock Option (Right to Buy) <sup>(3)</sup>	\$19.65							05/28/2015	05/28/2025	Common Stock	1,000		1,000	D	
Stock Option (Right to Buy) <sup>(3)</sup>	\$18.97							12/31/2015	12/31/2025	Common Stock	583		583	D	
Stock Option (Right to Buy) <sup>(3)</sup>	\$31.55							12/29/2016	12/29/2026	Common Stock	1,000		1,000	D	
Stock Option (Right to Buy) <sup>(3)</sup>	\$27.2							12/28/2017	12/28/2027	Common Stock	1,000		1,000	D	

**Explanation of Responses:**

1. Restricted stock granted December 27, 2018 vests and becomes exercisable as follows: 50% after 2nd anniversary of the date of grant and 100% after 4th anniversary of the date of grant.
2. The undersigned disclaims any beneficial interest in shares owned by his wife, children, held by him as trustee for PLM Foundation, or held by him as co-trustee for SVM Foundation.
3. Granted pursuant to The Marcus Corporation 2004 Equity and Incentive Awards Plan.

/s/ Steven R. Barth, Attorney-in-Fact for Philip L. Milstein    12/28/2018

\*\* Signature of Reporting Person    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.

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