

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>GERSHOWITZ DIANE M</u>  (Last) (First) (Middle) <u>THE MARCUS CORPORATION</u> <u>100 E. WISCONSIN AVE., SUITE 1900</u>  (Street) <u>MILWAUKEE WI 53202</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  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/30/2021</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	12/30/2021		A <sup>(1)</sup>		1,250	A	\$0	212,749	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
Stock Option (Right to Buy) <sup>(2)</sup>	\$17.95	12/30/2021		A		750		12/30/2021	12/30/2031	Common Stock	750	\$0	750	D	
Stock Option (Right to Buy) <sup>(2)</sup>	\$13.33							05/31/2012	05/31/2022	Common Stock	500		500	D	
Stock Option (Right to Buy) <sup>(2)</sup>	\$13.45							05/30/2013	05/30/2023	Common Stock	1,000		1,000	D	
Stock Option (Right to Buy) <sup>(2)</sup>	\$16.84							05/29/2014	05/29/2024	Common Stock	1,000		1,000	D	
Stock Option (Right to Buy) <sup>(2)</sup>	\$19.65							05/28/2015	05/28/2025	Common Stock	1,000		1,000	D	
Stock Option (Right to Buy) <sup>(2)</sup>	\$18.97							12/31/2015	12/31/2025	Common Stock	583		583	D	
Stock Option (Right to Buy) <sup>(2)</sup>	\$31.55							12/29/2016	12/29/2026	Common Stock	1,000		1,000	D	
Stock Option (Right to Buy) <sup>(2)</sup>	\$27.2							12/28/2017	12/28/2027	Common Stock	1,000		1,000	D	
Stock Option (Right to Buy) <sup>(2)</sup>	\$38.51							12/27/2018	12/27/2028	Common Stock	1,000		1,000	D	
Stock Option (Right to Buy) <sup>(2)</sup>	\$32.6							12/26/2019	12/26/2029	Common Stock	1,000		1,000	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				
Class B Common Stock	(3)							(4)	(5)	Common Stock	400,000		2,012,533	I	By DG-LDJ Holdings, LLC
Class B Common Stock	(3)							(4)	(5)	Common Stock	7,465		7,465	D	
Class B Common Stock	(3)							(4)	(5)	Common Stock	131,506		131,506	I	As Trustee <sup>(6)</sup>
Class B Common Stock	(3)							(4)	(5)	Common Stock	50,845		50,845	I	By Trust <sup>(7)</sup>

**Explanation of Responses:**

1. Restricted stock granted December 30, 2021 vests and becomes exercisable as follows: 50% after 2nd anniversary of date of grant and 100% after 4th anniversary of date of grant.
2. Granted pursuant to The Marcus Corporation 2004 Equity and Incentive Awards Plan.
3. This security is convertible into common stock on a 1-for-1 basis at no cost.
4. This security is immediately exercisable.
5. No expiration date.
6. As trustee for brother's children.
7. By the Ben and Celia Marcus 1992 Revocable Trust F/B/O Diane M. Gershowitz.

/s/ Steven R. Barth, Attorney-  
in-Fact for Diane M. 01/03/2022  
Gershowitz

\*\* 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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