

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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>Marcus Gregory S</u> <hr/> (Last) (First) (Middle) THE MARCUS CORPORATION 100 E. WISCONSIN AVE., SUITE 1900 <hr/> (Street) MILWAUKEE WI 53202 <hr/> (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/27/2018</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 | | | | | | | | 127,741 | D | |
| Common Stock | | | | | | | | 75 | I | As custodian ⁽¹⁾ |
| Common Stock | | | | | | | | 7,409.41 ⁽²⁾ | I | By 401(k) Plan |

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 | | | | | |
| Stock Option (right to buy) (granted 7/29/08) | \$15.59 | | | | | | | (3) | 07/29/2018 | Common Stock | 100,000 | 100,000 | D | |
| Stock Option (right to buy) (granted 7/28/09) | \$13.34 | | | | | | | (3) | 07/28/2019 | Common Stock | 55,000 | 55,000 | D | |
| Stock Option (right to buy) (granted 7/27/10) | \$11.89 | | | | | | | (3) | 07/27/2020 | Common Stock | 60,000 | 60,000 | D | |
| Stock Option (right to buy) (granted 7/26/11) | \$10 | | | | | | | (3) | 07/26/2021 | Common Stock | 60,000 | 60,000 | 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 | | | | |
| Stock Option (right to buy) (granted 7/31/12) | \$13.12 | | | | | | | (3) | 07/31/2022 | Common Stock | 52,000 | | 52,000 | D | |
| Stock Option (right to buy) (granted 7/30/13) | \$13.04 | | | | | | | (3) | 07/30/2023 | Common Stock | 57,500 | | 57,500 | D | |
| Stock Option (right to buy) (granted 7/29/14) | \$18.34 | | | | | | | (3) | 07/29/2024 | Common Stock | 49,500 | | 49,500 | D | |
| Stock Option (right to buy) (granted 7/28/15) | \$20.26 | | | | | | | (3) | 07/28/2025 | Common Stock | 44,100 | | 44,100 | D | |
| Stock Option (right to buy) (granted 3/1/16) | \$18.68 | | | | | | | (3) | 03/01/2026 | Common Stock | 28,500 | | 28,500 | D | |
| Stock Option (right to buy) (granted 2/28/17) | \$31.2 | | | | | | | (3) | 02/28/2027 | Common Stock | 40,000 | | 40,000 | D | |
| Stock Option (right to buy) (granted 2/27/18) | \$27 | 02/27/2018 | | A | | 75,000 | | (3) | 02/27/2028 | Common Stock | 75,000 | \$0 | 75,000 | D | |
| Class B Common Stock | (4) | | | | | | | (5) | (6) | Common Stock | 191,056 | | 191,056 | D | |
| Class B Common Stock | (4) | | | | | | | (5) | (6) | Common Stock | 10,786 | | 10,786 | I | As custodian ⁽⁷⁾ |
| Class B Common Stock | (4) | | | | | | | (5) | (6) | Common Stock | 8,388 | | 8,388 | I | As trustee ⁽⁸⁾ |
| Class B Common Stock | (4) | | | | | | | (5) | (6) | Common Stock | 18,233 | | 18,233 | I | By spouse |

Explanation of Responses:

- As sole custodian of the Alexandra Marcus U/WI/UTMA.
- Balance reflects the most current data available with regard to the reporting person's holdings in the 401(k) Plan.
- 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.
- This security is convertible into common stock on a 1-for-1 basis at no cost.
- This security is immediately exercisable.
- No expiration date.
- As sole custodian of the Alexandra Marcus U/WI/UTMA, the Michael Marcus U/WI/UTMA, and the Samantha Marcus U/WI/UTMA.
- As trustee of the Gabriella Marcus Trust, the Daniella Marcus Trust and the Jessica Marcus Trust.

/s/ Steven R. Barth, Attorney-in-Fact for Gregory S. Marcus 02/28/2018

** 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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