

MARCUS CORP  
Form 5  
July 02, 2013

# FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
MILSTEIN PHILIP L

(Last) (First) (Middle)

OGDEN CAP PROPERTIES,  
LLC, 390 PARK AVE., SUITE  
600

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MARCUS CORP [MCS]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
05/30/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) Amount	or (D)	Price			
Common Stock	09/07/2012	^	G	31,705	A	\$ 0	38,643 <sup>(1)</sup>	D	^
Common Stock	^	^	^	^	^	^	124,111	I	As co-trustee for SVM Foundation <sup>(2)</sup>
	^	^	^	^	^	^	5,625	I	

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Common Stock										As trustee for A. B. Elbaum <sup>(2)</sup>
Common Stock	Â	Â	Â	Â	Â	Â	57,500	I		As trustee for PLM Foundation <sup>(2)</sup>
Common Stock	Â	Â	Â	Â	Â	Â	8,100	I		By children <sup>(2)</sup>
Common Stock	Â	Â	Â	Â	Â	Â	2,000	I		By spouse <sup>(2)</sup>
Class B Common Stock	Â	Â	Â	Â	Â	Â	62,055	I		As partner of Northmon

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) <sup>(3)</sup>	\$ 11.2709	Â	Â	Â	Â	05/27/2004	05/27/2014	Common Stock	713
Stock Option (Right to Buy) <sup>(4)</sup>	\$ 15.6966	Â	Â	Â	Â	05/26/2005	05/26/2015	Common Stock	713
Stock Option (Right to Buy) <sup>(4)</sup>	\$ 17.73	Â	Â	Â	Â	05/25/2006	05/25/2016	Common Stock	500

Stock Option (Right to Buy) <sup>(4)</sup>	\$ 23.37	Â	Â	Â	Â	Â	05/31/2007	05/31/2017	Common Stock	500
Stock Option (Right to Buy) <sup>(4)</sup>	\$ 17.17	Â	Â	Â	Â	Â	05/29/2008	05/29/2018	Common Stock	500
Stock Option (Right to Buy) <sup>(4)</sup>	\$ 10.78	Â	Â	Â	Â	Â	05/28/2009	05/28/2019	Common Stock	500
Stock Option (Right to Buy) <sup>(4)</sup>	\$ 11.14	Â	Â	Â	Â	Â	05/27/2010	05/27/2020	Common Stock	500
Stock Option (Right to Buy) <sup>(4)</sup>	\$ 10.5	Â	Â	Â	Â	Â	05/26/2011	05/26/2021	Common Stock	500
Stock Option (Right to Buy) <sup>(4)</sup>	\$ 13.33	Â	Â	Â	Â	Â	05/31/2012	05/31/2022	Common Stock	500
Stock Option (Right to Buy) <sup>(4)</sup>	\$ 13.45	Â	Â	Â	Â	Â	05/30/2013	05/30/2023	Common Stock	1,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILSTEIN PHILIP L OGDEN CAP PROPERTIES, LLC 390 PARK AVE., SUITE 600 NEW YORK, NY 10022	Â X	Â	Â	Â

## Signatures

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

07/01/2013

        \*\*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) Does not include 27,616 shares of Common Stock and 39,601 shares of Class B Common Stock gifted to and currently held in a grantor retained annuity trust.
- (2) The undersigned disclaims any beneficial interest in shares owned by his wife, children, held by him as trustee for Ms. Abby Black Elbaum, 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 1994 Nonemployee Director Stock Option Plan.
- (4) Granted pursuant to The Marcus Corporation 2004 Equity and Incentive Awards Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.