

NEIS DOUGLAS A
Form 4
December 21, 2018

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

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(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)
12/13/2018

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 below) ____ Other (specify 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/13/2018		G	V	3,000	D	\$ 0	48,439 ⁽¹⁾	I	by Neis Revocable trust
Common Stock								25,928 ⁽¹⁾	D	

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

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(9-02)

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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. Price of Derivative Security (Instr. 3)
				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					(2)	07/28/2019	Common Stock	13,179	
Stock Option (right to buy) (granted 7/27/10)	\$ 11.89					(2)	07/27/2020	Common Stock	8,423	
Stock Option (right to buy) (granted 7/26/11)	\$ 10					(2)	07/26/2021	Common Stock	9,000	
Stock Option (right to buy) (granted 7/31/12)	\$ 13.12					(2)	07/31/2022	Common Stock	19,500	
Stock Option (right to buy) (granted 7/30/13)	\$ 13.04					(2)	07/30/2023	Common Stock	21,000	
Stock Option	\$ 18.34					(2)	07/29/2024	Common Stock	16,400	

(right to
buy)
(granted
7/29/14)

Stock
Option
(right to
buy)
(granted
7/28/15)

\$ 20.26

(2)

07/28/2025

Common
Stock

17,400

Stock
Option
(right to
buy)
(granted
3/1/16)

\$ 18.68

(2)

03/01/2026

Common
Stock

11,150

Stock
Option
(right to
buy)
(granted
2/28/17)

\$ 31.2

(2)

02/28/2027

Common
Stock

16,500

Stock
Option
(right to
buy)
(granted
2/27/18)

\$ 27

(2)

02/27/2028

Common
Stock

23,500

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

12/21/2018

 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) 51,439 shares previously held directly were transferred into a trust held jointly by the reporting person and his spouse.

(2) 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.

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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