

OLSON BRUCE J
Form 4
July 14, 2011

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 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
OLSON BRUCE J

(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)
07/12/2011

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)
Senior Vice President

6. Individual or Joint/Group Filing(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 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 | 07/12/2011 | | M | | 14,257 | A | \$ 9.8542 |
| Common Stock | 07/12/2011 | | F | | 14,177 | D | \$ 9.91 |
| Common Stock | 07/14/2011 | | A | | 2,700 (1) | A | \$ 0 |
| Common Stock | | | | | | | 8,510 (2) |
| Common Stock | | | | | | | 1,350 (3) |
| | | | | | | | By 401(k) Plan |
| | | | | | | | As trustee (4) |

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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) |
|------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (right to buy) (granted 07/12/01) | \$ 9.8542 | 07/12/2011 | | M | 14,257 | (5) 07/12/2011 | Common Stock 14,257 |
| Stock Option (right to buy) (granted 07/11/02) | \$ 10.9062 | | | | | (5) 07/11/2012 | Common Stock 11,407 |
| Stock Option (right to buy) (granted 09/8/03) | \$ 10.2469 | | | | | (5) 09/08/2013 | Common Stock 8,555 |
| Stock Option (right to buy) (granted 08/18/04) | \$ 12.7298 | | | | | (5) 08/18/2014 | Common Stock 14,258 |
| Stock Option (right to buy) (granted | \$ 14.0694 | | | | | (5) 10/06/2015 | Common Stock 14,258 |

| | | | | | |
|---------------------------------------------------------------|----------|-----|------------|-----------------|--------|
| 10/6/05) | | | | | |
| Stock Option (right to buy) (granted 7/31/06) | \$ 19.74 | (5) | 07/31/2016 | Common Stock | 15,000 |
| Stock Option (right to buy) (granted 8/2/07) | \$ 20.4 | (5) | 08/20/2017 | Common Stock | 15,000 |
| Stock Option (right to buy) (granted 7/29/08) | \$ 15.59 | (5) | 07/29/2018 | Common Stock | 25,000 |
| Stock Option (right to buy) (granted 7/28/09) | \$ 13.34 | (5) | 07/28/2019 | Common Stock | 30,000 |
| Stock Option (right to buy) (granted 07/27/10) | \$ 11.89 | (5) | 07/27/2020 | Common Stock | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------------------------|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| OLSON BRUCE J THE MARCUS CORPORATION 100 E. WISCONSIN AVE., SUITE 1900 MILWAUKEE, WI 53202 | X | | Senior Vice President | |

Signatures

/s/ Steven R. Barth, Attorney-in-Fact for Bruce J. Olson

07/14/2011

__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) Restricted stock granted July 14, 2011 vests and becomes exercisable as follows: 50% after 3rd anniversary of the date of the grant and 100% after 5th anniversary of the date of the grant or upon death, disability or retirement.
- (2) Balance reflects the most current data available with regard to the reporting person's holdings in the 401(k) Plan.
- (3) Shares were transferred to the Bruce Olson Family Trust in a transaction exempt from Section 16 reporting pursuant to Rule 16a-13.
- (4) As trustee of the Bruce Olson Family Trust.
- (5) 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.

Remarks:

The reporting person no longer has a reportable interest in 7,593 shares held by the reporting person's son, because he is no longer a reporting person.

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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