

OTTO WILLIAM 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 \*  
OTTO WILLIAM 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)  
07/14/2011

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)  
Pres & COO/Marcus Hotels, Inc.

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (D) Price  |  |                                   |
| Common Stock                    | 07/14/2011                           |  | A                              |   | 2,000<br>(1) \$ 0   | 34,393   | D                                 |
| Common Stock                    |                                      |  |                                |   | 3,774 (2)   | I  | By 401(k) Plan                    |

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

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SEC 1474 (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 9/8/03)  | \$ 10.2469   |                                      |  |                                |   | (3) 09/08/2013   | Common Stock  | 2,851                                      |                            |
| Stock Option (right to buy) (granted 8/18/04) | \$ 12.7298   |                                      |  |                                |   | (3) 08/18/2014   | Common Stock  | 7,882                                      |                            |
| Stock Option (right to buy) (granted 10/6/05) | \$ 14.0694   |                                      |  |                                |   | (3) 10/06/2015   | Common Stock  | 14,258                                     |                            |
| Stock Option (right to buy) (granted 7/31/06) | \$ 19.74   |                                      |  |                                |   | (3) 07/31/2016   | Common Stock  | 15,000                                     |                            |
| Stock Option (right to buy) (granted 8/2/07)  | \$ 20.4  |                                      |  |                                |   | (3) 08/02/2017   | Common Stock  | 15,000                                     |                            |
| Stock Option                                  | \$ 15.59   |                                      |  |                                |   | (3) 07/29/2018   | Common Stock  | 25,000                                     |                            |

(right to buy)  
(granted 7/29/08)

Stock Option  
(right to buy)  
(granted 7/28/09)

\$ 13.34

(3)

07/28/2019

Common Stock

25,000

Stock Option  
(right to buy)  
(granted 7/27/10)

\$ 11.89

(3)

07/27/2020

Common Stock

25,000

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

OTTO WILLIAM J  
THE MARCUS CORPORATION  
100 E. WISCONSIN AVE., SUITE 1900  
MILWAUKEE, WI 53202

Pres & COO/Marcus Hotels, Inc.

## Signatures

/s/ Steven R. Barth,  
Attorney-in-Fact

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) 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.

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