

MILSTEIN PHILIP L

Form 4

November 27, 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

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

OGDEN CAP PROPERTIES,
LLC, 545 MADISON AVENUE,
6TH FLOOR

(Street)

NEW YORK, NY 10022-4219

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/27/2018

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 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)
Common Stock				(A) or (D)			
			Code	V	Amount		Price
Common Stock	11/27/2018		S		5,000	D	\$ 42.3238 (1)
						10,244	I
Common Stock						124,111	I
							As trustee for PLM Foundation (2)
							As co-trustee for SVM Foundation (2)

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Common Stock	8,100	I	By children (2)
Common Stock	2,000	I	By spouse (2)

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

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SEC 1474
(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. Pri Deriv Secur (Instr.
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy) ⁽³⁾	\$ 10.78					05/28/2009	05/28/2019	Common Stock	500	
Stock Option (Right to Buy) ⁽³⁾	\$ 11.14					05/27/2010	05/27/2020	Common Stock	500	
Stock Option (Right to Buy) ⁽³⁾	\$ 10.5					05/26/2011	05/26/2021	Common Stock	500	
Stock Option (Right to Buy) ⁽³⁾	\$ 13.33					05/31/2012	05/31/2022	Common Stock	500	
Stock Option (Right to	\$ 13.45					05/30/2013	05/30/2023	Common Stock	1,000	

Buy) ⁽³⁾

Stock Option (Right to Buy) ⁽³⁾	\$ 16.84	05/29/2014	05/29/2024	Common Stock	1,000
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Stock Option (Right to Buy) ⁽³⁾	\$ 19.65	05/28/2015	05/28/2025	Common Stock	1,000
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Stock Option (Right to Buy) ⁽³⁾	\$ 18.97	12/31/2015	12/31/2025	Common Stock	583
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Stock Option (Right to Buy) ⁽³⁾	\$ 31.55	12/29/2016	12/29/2026	Common Stock	1,000
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Stock Option (Right to Buy) ⁽³⁾	\$ 27.2	12/28/2017	12/28/2027	Common Stock	1,000
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Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MILSTEIN PHILIP L OGDEN CAP PROPERTIES, LLC 545 MADISON AVENUE, 6TH FLOOR NEW YORK, NY 10022-4219	X

Signatures

/s/ Steven R. Barth, Attorney-in-Fact for Philip L. Milstein	11/27/2018
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 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).

The price in Column 4 is a weighted average price. The prices actually received ranged from \$42.2969 to \$42.3428. The reporting person

(1) has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing a weighted average price.

(2) The undersigned disclaims any beneficial interest in shares owned by his wife, children, 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 2004 Equity and Incentive Awards Plan.

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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