GERSHOWITZ DIANE M
Form 4
May 15, 2013

FORM 4

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

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 Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
GERSHOWITZ DIANE M

(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)
05/13/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/13/2013		M		713	A	$ 9.5245	6,910	D	
Common Stock								350	I	By DG-LDJ Holdings, LLC

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

SEC 1474 (9-02)

number.

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)	$ 9.5245	05/13/2013		M			713	05/29/2003	05/29/2013	Common Stock	713
Class B Common Stock	(1)							(1)	(1)	Common Stock	104,714
Class B Common Stock	(1)							(2)	(3)	Common Stock	2,832,148
Class B Common Stock	(1)							(2)	(3)	Common Stock	196,259
Class B Common Stock	(1)							(2)	(3)	Common Stock	50,845
Stock Option (Right to Buy) (6)	$ 11.2709							05/27/2004	05/27/2014	Common Stock	713
Stock Option (Right to Buy) (7)	$ 15.6966							05/26/2005	05/26/2015	Common Stock	713
Stock Option (Right to Buy) (7)	$ 17.73							05/25/2006	05/25/2016	Common Stock	500
	$ 23.37							05/31/2007	05/31/2017		500

Stock Option (Right to Buy) (7)				Common Stock	
Stock Option (Right to Buy) (7)	$ 17.17	05/29/2008	05/29/2018	Common Stock	500
Stock Option (Right to Buy) (7)	$ 10.78	05/28/2009	05/28/2019	Common Stock	500
Stock Option (Right to Buy) (7)	$ 11.14	05/27/2010	05/27/2020	Common Stock	500
Stock Option (Right to Buy) (7)	$ 10.5	05/26/2011	05/26/2021	Common Stock	500
Stock Option (Right to Buy) (7)	$ 13.33	05/31/2012	05/31/2022	Common Stock	500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GERSHOWITZ DIANE M THE MARCUS CORPORATION 100 E. WISCONSIN AVE., SUITE 1900 MILWAUKEE, WI 53202	X			

Signatures

/s/ Steven R. Barth, Attorney-in-Fact for Diane M. Gershowitz	05/15/2013
**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) This security is convertible into common stock on a 1-for-1 basis at no cost.

(2) This security is immediately exercisable.

(3) No expiration date.

(4) As trustee for brother's children.

(5) By the Ben and Celia Marcus 1992 Revocable Trust F/B/O Diane M. Gershowitz.

(6) Granted pursuant to The Marcus Corporation 1994 Nonemployee Director Stock Option Plan.

(7) Granted pursuant to The Marcus Corporation 2004 Equity Incentive Plan.

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