

MARCUS CORP
Form 4
October 07, 2004

FORM 4

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

OMB APPROVAL

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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 *
MILSTEIN PHILIP L

(Last) (First) (Middle)

C/O OGDEN CAP PROPERTIES, LLC, 390 PARK AVENUE, SUITE 600

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/06/2004

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	10/06/2004		A	392 A 54,117		D	
Class B Common Stock					39,601	D	
Class B Common Stock					62,055	I	As Partner of Northmon Investment Co.
Common					8,100	I	By Children

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Stock						(2)
Common Stock				124,111	I	By Self as Co-Trustee for SVM Foundation (2)
Common Stock				5,625	I	By Self as Trustee for Abby Black Elbaum (2)
Common Stock				57,500	I	By Self as Trustee for PLM Foundation (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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(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. Price or Value 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) (3)	\$ 14.25					12/18/1996	12/18/2006	Common Stock	1,500
Stock Option	\$ 16.33					05/29/1997	05/29/2007	Common Stock	750

(Right to
Buy) (3)

Stock Option (Right to Buy) <u>(3)</u>	\$ 18.125	05/28/1998	05/28/2008	Common Stock	500
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Stock Option (Right to Buy) <u>(3)</u>	\$ 12.75	05/27/1999	05/27/2009	Common Stock	500
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Stock Option (Right to Buy) <u>(3)</u>	\$ 11	05/25/2000	05/25/2010	Common Stock	500
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Stock Option (Right to Buy) <u>(3)</u>	\$ 14.3	05/31/2001	05/31/2011	Common Stock	500
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Stock Option (Right to Buy) <u>(3)</u>	\$ 13.14	05/30/2002	05/30/2012	Common Stock	500
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Stock Option (Right to Buy) <u>(3)</u>	\$ 13.58	05/29/2003	05/29/2013	Common Stock	500
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Stock Option (Right to Buy) <u>(3)</u>	\$ 16.07	05/27/2004	05/27/2014	Common Stock	500
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILSTEIN PHILIP L C/O OGDEN CAP PROPERTIES, LLC 390 PARK AVENUE, SUITE 600 NEW YORK, NY 10022	X			

Signatures

By: Ralph J. Gundrum, Attorney-In-Fact	10/07/2004
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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).

(1) Grant by Issuer in consideration of service as a director.

(2) The undersigned disclaims any beneficial interest in shares owned by his wife, children, held by him as trustee for Ms. Abby Black Elbaum, 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 1994 Nonemployee Director Stock Option 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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