

MCKEITHAN DANIEL F JR
Form 4
October 18, 2012

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 *
MCKEITHAN DANIEL F JR

(Last) (First) (Middle)

TAMARACK PETROLEUM, 777 E. WISCONSIN AVE., SUITE 1920

(Street)

MILWAUKEE, WI 53202-5367

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/17/2012

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 10/17/2012 | | A | 753 A \$ 0 (1) | 5,704 (2) | D | |
| Common Stock | | | | | 15,175 (2) | I | As Trustee (3) |

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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) ⁽⁴⁾ | \$ 9.5245 | | | | | 05/29/2003 | 05/29/2013 | Common Stock | 713 |
| Stock Option (Right to Buy) ⁽⁴⁾ | \$ 11.2709 | | | | | 05/27/2004 | 05/27/2014 | Common Stock | 713 |
| Stock Option (Right to Buy) ⁽⁵⁾ | \$ 15.6966 | | | | | 05/26/2005 | 05/26/2015 | Common Stock | 713 |
| Stock Option (Right to Buy) ⁽⁵⁾ | \$ 17.73 | | | | | 05/25/2006 | 05/25/2016 | Common Stock | 500 |
| Stock Option (Right to Buy) ⁽⁵⁾ | \$ 23.37 | | | | | 05/31/2007 | 05/31/2017 | Common Stock | 500 |
| Stock Option (Right to Buy) ⁽⁵⁾ | \$ 17.17 | | | | | 05/29/2008 | 05/29/2018 | Common Stock | 500 |
| Stock Option (Right to Buy) ⁽⁵⁾ | \$ 10.78 | | | | | 05/28/2009 | 05/28/2019 | Common Stock | 500 |
| Stock Option | \$ 11.14 | | | | | 05/27/2010 | 05/27/2020 | Common Stock | 500 |

(Right to Buy) ⁽⁵⁾

| | | | | | |
|--|---------|------------|------------|--------------|-----|
| Stock Option (Right to Buy) ⁽⁵⁾ | \$ 10.5 | 05/26/2011 | 05/26/2021 | Common Stock | 500 |
|--|---------|------------|------------|--------------|-----|

| | | | | | |
|--|----------|------------|------------|--------------|-----|
| Stock Option (Right to Buy) ⁽⁵⁾ | \$ 13.33 | 05/31/2012 | 05/31/2022 | Common Stock | 500 |
|--|----------|------------|------------|--------------|-----|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MCKEITHAN DANIEL F JR TAMARACK PETROLEUM 777 E. WISCONSIN AVE., SUITE 1920 MILWAUKEE, WI 53202-5367 | X | | | |

Signatures

/s/ Steven R. Barth, Attorney-in-Fact for Daniel F. McKeithan, Jr.

10/18/2012

 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) Shares previously held by the reporting person directly were transferred into the DFM, Jr. Revocable Trust U/A Dated 12/20/2005 in a transaction exempt from Section 16 reporting pursuant to Rule 16a-13.

(3) As Trustee of the DFM, Jr. Revocable Trust U/A Dated 12/20/2005.

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

(5) 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.

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