

ROSENBERG GRAHAM LAWRENCE
Form 4
March 21, 2007

FORM 4

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

OMB APPROVAL

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

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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 *
ROSENBERG GRAHAM
LAWRENCE

(Last) (First) (Middle)

C/O MDC PARTNERS INC., 45
HAZELTON AVENUE

(Street)

TORONTO, A6 M5R 2E3

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MDC PARTNERS INC [MDCA]

3. Date of Earliest Transaction
(Month/Day/Year)
03/19/2007

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)

Managing Director

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)
Class A Subordinate Voting Shares					35,000 ⁽¹⁾	D	
Class A Subordinate Voting Shares					4,000	I	Owned by spouse
Class A Subordinate Voting Shares	03/19/2007		F	8,041 D	\$ 7.73 26,959 ⁽²⁾	D	
Financial Performance-Based Restricted Stock Class A Shares	03/20/2007		A	19,643 A	\$ 0 46,602 ⁽³⁾	D	

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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 Security (Instr. 3 and 4)
Stock Appreciation Rights ⁽⁴⁾	\$ 9.71 ⁽⁵⁾					07/30/2004 07/30/2007	Class A Subordinate Voting Shares
Stock Options ⁽⁶⁾	\$ 8.02 ⁽⁵⁾ ⁽⁶⁾					11/14/2002 ⁽⁶⁾ 11/14/2007 ⁽⁶⁾	Class A Subordinate Voting Shares
Stock Options ⁽⁷⁾	\$ 8.4 ⁽⁵⁾					07/31/2003 04/09/2012	Class A Subordinate Voting Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSENBERG GRAHAM LAWRENCE C/O MDC PARTNERS INC. 45 HAZELTON AVENUE TORONTO, A6 M5R 2E3			Managing Director	

Signatures

/s/ Graham L.
Rosenberg

03/21/2007

__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).

- Includes 35,000 Financial Performance-Based Restricted Stock Units (Class A Shares) (hereinafter, "RSU's") of the Issuer awarded on February 28, 2006. 17,500 of these RSU's were deemed fully vested as unrestricted Class A Shares on March 15, 2007. The remaining
- (1) RSU's may vest in 2008 and / or 2009 if the Issuer achieves specified financial performance targets in 2007 - 2008, and is dependent on continued employment. Such financial targets are set forth in a "Financial Performance-Based Restricted Stock Unit Agreement", a form of which was filed by the Issuer as an exhibit to a Form 8-K filed with the SEC on March 2, 2006.
 - (2) At the time the 17,500 RSUs vested, the Reporting Person elected to have 8,041 of the fully vested Class A Shares withheld to satisfy Canadian income tax withholding, and the remaining 9,459 fully-vested, unrestricted Shares were issued.

A portion of the Financial Performance-Based Restricted Stock Units (Class A Shares) of the Issuer awarded March 20, 2007 may vest in
 - (3) each of 2008, 2009 or 2010 if the Issuer achieves specified financial performance targets in 2007, 2008 and 2009, and is dependent on continued employment.
 - (4) Stock Appreciation Rights (previously granted on July 30, 2003) vest 1/3 on each anniversary of the grant date, expire 4 years from the grant date, and are settled in cash or stock, at the option of the Issuer.
 - (5) Canadian dollars.

These Stock Options were previously reported as having an exercise price of \$5.40 Canadian, a grant date and date exercisable of October 9, 2002, and an expiration date of October 9, 2007. These values have been corrected as shown following a voluntary internal review of
 - (6) historical Stock Options grant practices completed by the Issuer.) vest 1/5 on grant and 1/5 on each anniversary of the grant date, expiring five years from the grant date.
 - (7) Stock Options (previously granted July 31, 2003) are deemed to have fully vested on the grant date.

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.