

ROSENBERG GRAHAM LAWRENCE
Form 4
March 10, 2009

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 *
ROSENBERG GRAHAM LAWRENCE

(Last) (First) (Middle)

C/O MDC PARTNERS INC., 45 HAZELTON AVENUE

(Street)

TORONTO ONTARIO CANADA, 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)
03/05/2009

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Class A Shares | | | | | 58,302 ⁽¹⁾ | D | |
| Class A Shares | | | | | 19,128 ⁽²⁾ | I | See FN ⁽²⁾ |
| Class A Shares | 03/05/2009 | | F | 12,051 D | \$ 2.99 46,251 ⁽¹⁾ ⁽³⁾ | D | |

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

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SEC 1474 (9-02)

displays a currently valid OMB control 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options | \$ 8.4 ⁽⁴⁾ | | | | | 07/31/2003 04/09/2012 | Class A Shares | 47,625 |
| Stock Appreciation Rights ⁽⁵⁾ | \$ 3.72 | | | | | 02/12/2010 02/12/2014 | Class A Shares | 172,759 |

Reporting Owners

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

Signatures

/s/ Graham L. Rosenberg 03/10/2009

 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) Includes unvested Restricted Stock Units (Class A Shares) of the Issuer, a portion of which are subject to achievement by the Issuer of financial performance targets.
- (2) Owned by the spouse of the Reporting Person in an account over which the Reporting Person has trading authority.
- (3) A total of 12,964 shares of Restricted Stock Units (Class A Shares) granted in 2007, and 13,427 shares of Restricted Stock Units (Class A Shares) granted in 2008, vested on March 5, 2009. The Reporting Person elected to have 12,051 Class A Shares withheld by the Issuer to

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satisfy tax withholding requirements.

(4) Canadian dollars.

SAR's granted February 12, 2009, vest 33% on the first anniversary of the grant date, 33% on the second anniversary of the grant date,

(5) and 34% on the third anniversary of the grant date, and expire on February 12, 2014. These SAR's may be settled in cash or stock, at the discretion of the Issuer.

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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