

MDC PARTNERS INC  
Form 4  
March 07, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**HYLLAND RICHARD R**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**C/O MDC PARTNERS INC., 950  
THIRD AVENUE**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/06/2006**

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

(Street)  
**NEW YORK, NY 10022**

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

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)
Class A Subordinate Voting Shares				(A)	3,000	D	
Restricted Stock <sup>(1)</sup>	03/06/2006		A	4,000	A \$ 0 7,000	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)

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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)	Amount or Number of Shares
Stock Appreciation Rights <sup>(2)</sup>	\$ 9.71 <sup>(3)</sup>					Date Exercisable: 07/30/2004 Expiration Date: 07/30/2007	Class A Subordinate Voting Shares	5,000
Stock Options <sup>(4)</sup>	\$ 10.15 <sup>(3)</sup>					03/28/2001 03/28/2006	Class A Subordinate Voting Shares	4,000
Stock Options <sup>(4)</sup>	\$ 7.6 <sup>(3)</sup>					04/16/2002 04/16/2007	Class A Subordinate Voting Shares	4,000
Stock Options <sup>(4)</sup>	\$ 7.25 <sup>(3)</sup>					05/01/2003 05/01/2008	Class A Subordinate Voting Shares	4,000
Class A Share Purchase Warrants <sup>(5)</sup>	\$ 19.13 <sup>(3)</sup>					03/12/2004 03/12/2009	Class A Subordinate Voting Shares	619

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HYLLAND RICHARD R C/O MDC PARTNERS INC. 950 THIRD AVENUE NEW YORK, NY 10022	X			

## Signatures

Richard Hylland

03/06/2006

\*\*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) These shares of Restricted Stock will vest on the third anniversary of the grant date, subject to potential accelerated vesting in specified circumstances.
- (2) Stock Appreciation Rights (previously granted on July 30, 2003) vest 1/3 on each anniversary of the grant date, expire four years from the grant date, and may be settled in cash.
- (3) Canadian dollars.
- (4) Stock Options (previously granted on March 28, 2001, April 16, 2002, or May 1, 2003) vest 1/5 on grant and 1/5 on each anniversary of the grant date, expiring five years from the grant date.
- (5) These Class A Share Purchase Warrants form part of the Units issued by 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. 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.