

MDC PARTNERS INC  
 Form 4  
 September 04, 2007

**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 \*  
 Swartzman Gavin

(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)  
 08/28/2007

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 <sup>(1)</sup> |                                      |  |                                |   | 54,755 <sup>(2)</sup> <sup>(3)</sup>  | D  |   |
| Class A Shares                                   | 08/28/2007                           |  | M                              | 21,000 A  | \$ 8.02 <sup>(4)</sup> 75,755 <sup>(2)</sup> <sup>(3)</sup>                                   | D  |   |
| Class A Shares                                   | 08/28/2007                           |  | D                              | 2,798 D   | \$ 10.44 72,957 <sup>(2)</sup> <sup>(3)</sup>   | D  |   |
| Class A Shares                                   | 08/29/2007                           |  | D                              | 200 D   | \$ 10.39 72,757 <sup>(2)</sup> <sup>(3)</sup>   | D  |   |
|  | 08/30/2007                           |  | D                              | 5,002 D   | 68,755 <sup>(2)</sup> <sup>(3)</sup>  | D  |   |

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Class A Shares \$ 10.39

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

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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 |                    | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                           |        |
|--|--|--------------------------------------|--|--------------------------------|------------------------------------|--------------------|--|-----------------|---|---------------------------|--------|
|  |  |                                      |  |                                | Acquired (A)                       | or Disposed of (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Share |        |
| Stock Options <sup>(5)</sup>               | \$ 8.02 <sup>(4)</sup>                                 | 08/28/2007                           |  | M                              | V                                  | 21,000             |  | 11/14/2002      | 11/14/2007  | Class A Shares            | 21,000 |
| Stock Appreciation Rights <sup>(7)</sup>   | \$ 13.61 <sup>(4)</sup>                                |                                      |  |                                |                                    |                    |  | 08/24/2005      | 08/24/2008  | Class A Shares            | 30,000 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| Swartzman Gavin<br>C/O MDC PARTNERS INC.<br>45 HAZELTON AVENUE<br>TORONTO, A6 M5R 2E3 |               |           | Managing Director |       |

## Signatures

/s/ Gavin Swartzman 09/04/2007

\*\*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).

(1) Hereinafter, "Class A Shares".

Includes 17,500 Financial Performance-Based Restricted Stock Units (Class A Shares) (hereinafter, "FPB RSU's") of the Issuer awarded on February 28, 2006. These FPB RSU's may vest in 2008 and / or 2009 if the Issuer achieves specified financial performance targets in

(2) 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.

(3) Includes 30,357 FPB RSU's of the Issuer awarded March 20, 2007 which may vest in 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) Canadian dollars.

(5) Stock Options (previously granted on November 14, 2002) vest 1/5 on grant and 1/5 on each anniversary of the grant date, expiring five years from the grant date.

(6) This transaction does not involve the sale or purchase of a derivative security, but rather the exercise of Stock Options. As per instruction 4 of Form 4, this field has been left blank.

(7) Stock Appreciation Rights (previously granted on August 24, 2004) vest 1/3 on each anniversary of the grant date, expire four years from the grant date, and may be settled in cash or in 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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