Swartzman Gavin Form 4 August 03, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

Form 5

1(b).

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)

Swartzman Gavin Issuer Symbol MDC PARTNERS INC [MDCA] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify C/O MDC PARTNERS INC., 45 08/03/2011 below) below)

2. Issuer Name and Ticker or Trading

HAZELTON AVENUE

1. Name and Address of Reporting Person *

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Managing Director

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

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X Form filed by One Reporting Person Form filed by More than One Reporting Person

TORONTO, A6 M5R 2E3

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) Indirect (I) Ownership (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price 104,205 (1) (2) Class A \$ 08/03/2011 P 300 Α (3) **Shares** 18.08

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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)

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Appreciation Rights (4)	\$ 3.72					02/12/2010	02/12/2014	Class A Shares	182,06
Extraordinary Equity Value Appre. Restricted Stock Awards	<u>(5)</u>					<u>(5)</u>	12/31/2013	Restricted Stock Units	45,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

Swartzman Gavin C/O MDC PARTNERS INC. 45 HAZELTON AVENUE TORONTO, A6 M5R 2E3

Managing Director

Signatures

/s/ Gavin

Swartzman 08/03/2011

**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.
- (2) Represents open market purchases.

The price reported in column 4 has been converted from Canadian dollars. The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from CAD\$17.40 to CAD\$17.44, inclusive. The reporting person

(3) undertakes to provide to MDC Partners Inc., any security holder of MDC Partners Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnote (3) to this Form 4.

Reporting Owners 2

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- Stock Appreciation Rights ("SARs") granted February 12, 2009, vested 33% on the first anniversary of the grant date, 33% vest on the (4) second anniversary of the grant date, and 34% vest on the third anniversary of the grant date, and all expire on February 12, 2014. These SARs may be settled in cash or stock, at the discretion of the Issuer.
- Extraordinary Equity Value Appreciation Restricted Stock Awards ("EVARs") under the Issuer's EVARs program (previously disclosed by the Issuer on Form 8-K dated January 26, 2011) represent the right to receive Restricted Stock Units on a one-to-one basis upon the Issuer's achievement of stock price targets equal to \$20.00 (15,000 EVARs), \$22.75 (15,000 EVARs) and \$26.25 (15,000 EVARs), as described in greater detail in the EVAR Letter Agreement.

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.