

NADAL MILES  
Form 4  
August 29, 2006

**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

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 \*  
NADAL MILES

(Last) (First) (Middle)

C/O MDC PARTNERS INC., 45  
HAZELTON AVE.

(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)  
08/28/2006

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)  
Chairman and CEO

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                                 |                                      |  |                                |   | 1,883,411   | D  |   |
| Financial Performance-Based Restricted Stock Units <sup>(1)</sup> |                                      |  |                                |   | 300,000   | I  | See footnote <sup>(2)</sup>                           |
| Class A Subordinate Voting Shares                                 | 08/28/2006                           |  | P                              | 2,500 A   | \$ 8.1 2,185,911  | D  |   |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Securities (Instr. 3 and 4) |                  |                 |                                   |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|-----------------------------------|----------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable | Expiration Date | Title                             | Amount Number Shares |
| Stock Appreciation Rights <sup>(4)</sup>   | \$ 5 <sup>(3)</sup>                                    |                                      |  |                                |   |  |   | 01/22/2004       | 01/22/2007      | Class A Subordinate Voting Shares | 475,000              |
| Stock Appreciation Rights <sup>(4)</sup>   | \$ 9.71 <sup>(3)</sup>                                 |                                      |  |                                |   |  |   | 07/30/2004       | 07/30/2007      | Class A Subordinate Voting Shares | 338,200              |
| Stock Options <sup>(5)</sup>               | \$ 8.02 <sup>(3)</sup>                                 |                                      |  |                                |   |  |   | 11/14/2002       | 11/14/2007      | Class A Subordinate Voting Shares | 475,000              |
| Stock Options <sup>(5)</sup>               | \$ 10.66 <sup>(3)</sup>                                |                                      |  |                                |   |  |   | 06/11/2003       | 06/11/2008      | Class A Subordinate Voting Shares | 382,000              |
| Stock Options <sup>(5)</sup>               | \$ 10.3 <sup>(3)</sup>                                 |                                      |  |                                |   |  |   | 06/25/2003       | 06/25/2008      | Class A Subordinate Voting Shares | 28,000               |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |                  |       |
|--------------------------------|---------------|-----------|------------------|-------|
|                                | Director      | 10% Owner | Officer          | Other |
|                                | X             | X         | Chairman and CEO |       |

NADAL MILES  
C/O MDC PARTNERS INC.  
45 HAZELTON AVE.  
TORONTO, A6 M5R 2E3

## Signatures

Miles S. Nadal                      08/29/2006

    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) A portion of the Financial Performance-Based Restricted Stock Units (Class A Shares) of the Issuer may vest in each of 2007, 2008, and / or 2009 if the Issuer achieves specified financial performance targets in 2006 - 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) Held by an Affiliate under a Management Services Agreement.

(3) Canadian dollars.

(4) Stock Appreciation Rights (previously granted on January 22, 2003 and 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 or in stock at the option of the Issuer.

(5) Stock Options (previously granted on November 14, 2002, June 11, 2003 and on June 25, 2003) vest 1/5 on the grant date and 1/5 on each anniversary of the grant date, expiring five years from 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.