MDC PARTNERS INC

Form 4 March 21, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Zip)

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading Gendel Mitchell Issuer Symbol MDC PARTNERS INC [MDCA] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 03/19/2007

C/O MDC PARTNERS INC., 950 THIRD AVENUE

(State)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

10% Owner X_ Officer (give title Other (specify below) below) General Counsel & Secretary

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

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

NEW YORK, NY 10022

(City)

Class A Shares

1. Title of Security 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of (Instr. 3) (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Code (Instr. 3, 4 and 5) Beneficially Form: (Month/Day/Year) (Instr. 8) Owned Direct (D) Following or Indirect Reported (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Class A Subordinate $28,000^{(1)}$ D **Voting Shares** Class A Subordinate 03/19/2007 F 23,494 (2) D 4,506 **Voting Shares Financial** Performance-Based 03/20/2007 Α 35,014 \$0 58,508 (3) D Restricted Stock

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)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

7. Nature

of Indirect

Beneficial Ownership

(Instr. 4)

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6. Date Exercisable and

7. Title and Amount of

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. 11110 01	·	3. Transaction Date	Jii. Decined	_ '·	٥.	o. Dute Exercis	suote una	7. Title and Time	Julit OI
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Underlying Secu	urities
Security	or Exercise		any	Code	of	(Month/Day/Y	ear)	(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e			
	Derivative				Securities	\$			
	Security				Acquired				
					(A) or				
					Disposed				
					of (D)				
					(Instr. 3,				
					4, and 5)				
									Amoun
						Date	Expiration		or
						Exercisable	Date	Title	Number
				Code V	(A) (D)				of Share
					(-) ()				
Stock								Class A	
	\$ 10.05					11/17/0005	11/17/2000	Subordinate	50.00
Appreciation	\$ 10.05					11/1//2005	11/17/2008	Voting	50,00
Right <u>(4)</u>								Shares	
								Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

3. Transaction Date 3A. Deemed

Director 10% Owner Officer Other

Gendel Mitchell C/O MDC PARTNERS INC. 950 THIRD AVENUE NEW YORK, NY 10022

General Counsel & Secretary

Signatures

1. Title of

/s/ Gendel 03/21/2007 Mitchell

**Signature of Date
Reporting Person

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).

Includes 25,000 Financial Performance-Based Restricted Stock (Class A Shares) of the Issuer, awarded February 28, 2006. 12,500 Shares were deemed to have fully vested on March 15, 2007. The remaining portion may vest in 2008 and / or 2009 if the Issuer achieves

(1) specified financial performance targets in 2007 - 2008, and is dependent upon continued employment. Such financial targets are set forth in a "Financial Performance-Based Restricted Stock 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)

Reporting Owners 2

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At the time the 12,500 Shares vested, the Reporting Person elected to have 4,506 of the fully vested Class A Shares withheld to satisfy I.R.S. withholding, and the remaining 7,994 fully-vested, unrestricted Shares were issued.

- A portion of the Financial Performance-Based Restricted Stock (Class A Shares) of the Issuer awarded March 20, 2007 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 upon continued employment.
- (4) Stock Appreciation Rights (previously granted on November 17, 2004) vest 1/3 on each anniversary of the grant date, expire four years from the grant date, and are 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. 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.