

ROSENBERG GRAHAM LAWRENCE

Form 4

March 10, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *

ROSENBERG GRAHAM
LAWRENCE

(Last) (First) (Middle)

C/O MDC PARTNERS INC., 45
HAZELTON AVENUE

(Street)

TORONTO ONTARIO
CANADA, 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)

03/05/2009

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director☒ Officer (give title
below)☐ 10% Owner☐ 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 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 Shares				(A) or (D)	Price		
			Code	V	Amount		
Class A Shares					58,302 ⁽¹⁾	D	
Class A Shares					19,128 ⁽²⁾	I	See FN ⁽²⁾
Class A Shares	03/05/2009		F		12,051	D	
					\$ 2.99	46,251 ⁽¹⁾ ⁽³⁾	D

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

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information contained in this form are not
required to respond unless the form**SEC 1474
(9-02)

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)

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)		8. Date of Issuance (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options	\$ 8.4 ⁽⁴⁾					07/31/2003	04/09/2012	Class A Shares	47,625	
Stock Appreciation Rights ⁽⁵⁾	\$ 3.72					02/12/2010	02/12/2014	Class A Shares	172,759	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ROSENBERG GRAHAM LAWRENCE C/O MDC PARTNERS INC. 45 HAZELTON AVENUE TORONTO ONTARIO CANADA, A6 M5R 2E3	Managing Director

Signatures

/s/ Graham L. Rosenberg 03/10/2009

 **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, a portion of which are subject to achievement by the Issuer of financial performance targets.
- (2) Owned by the spouse of the Reporting Person in an account over which the Reporting Person has trading authority.
- (3) A total of 12,964 shares of Restricted Stock Units (Class A Shares) granted in 2007, and 13,427 shares of Restricted Stock Units (Class A Shares) granted in 2008, vested on March 5, 2009. The Reporting Person elected to have 12,051 Class A Shares withheld by the Issuer to

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satisfy tax withholding requirements.

(4) Canadian dollars.

SAR's granted February 12, 2009, vest 33% on the first anniversary of the grant date, 33% on the second anniversary of the grant date, (5) and 34% on the third anniversary of the grant date, and expire on February 12, 2014. These SAR's may be 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.

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