

PUSTIL STEPHEN

Form 4/A

March 11, 2010

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

OMB APPROVAL

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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 *
PUSTIL STEPHEN

(Last) (First) (Middle)

**C/O MDC PARTNERS INC., 45
 HAZELTON AVENUE**

(Street)

**TORONTO 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)
03/04/2010

4. If Amendment, Date Original
 Filed(Month/Day/Year)
03/08/2010

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Vice Chairman

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 Ownership (Instr. 4)
Class A Shares				(A) or (D)	Price		
						154,133 ⁽¹⁾	D
Class A Shares	03/04/2010		F	4,655 D	\$ 10.12	149,478 ^{(1) (2)} ⁽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
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SEC 1474
 (9-02)

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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 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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options	\$ 56.43 <u>(4)</u>					02/22/2000	03/22/2010	Class A Shares	1,905	
Stock Options	\$ 9.19 <u>(4)</u>					04/29/2002	04/29/2012	Class A Shares	1,905	
Stock Appreciation Rights ⁽⁵⁾	\$ 3.72					02/12/2010	02/12/2014	Class A Shares	129,310	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PUSTIL STEPHEN C/O MDC PARTNERS INC. 45 HAZELTON AVENUE TORONTO CANADA, A6 M5R 2E3	X		Vice Chairman	

Signatures

/s/ Stephen Pustil 03/11/2010

**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) The Form 4 filed March 8, 2010 requires amendment due to an error in the calculation of the number of Class A Shares withheld to satisfy tax withholding requirements. The corrected footnote follows at FN 3 below.
- (3)

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A total of 9,591 Restricted Stock Units (Class A Shares) of the Issuer granted February 26, 2008 vested on March 4, 2010. The Reporting Person elected to have a total of 4,655 Class A Shares withheld to satisfy tax withholding requirements.

(4) Canadian dollars.

Stock Appreciation Rights ("SARs") granted February 12, 2009, vest 33% on the first anniversary of the grant date, 33% on the second

(5) anniversary of the grant date, and 34% on the third anniversary of the grant date, and expire on February 12, 2014. These SARs 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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