

MDC PARTNERS INC

Form 4

May 02, 2006

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROY FRANCOIS R

(Last) (First) (Middle)

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

(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)
04/28/2006

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)

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)				(A) or (D)	11,000	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)

**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. 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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A or N of
Stock Appreciation Rights <u>(2)</u>	\$ 9.71 <u>(3)</u>							07/30/2004	07/30/2007	Class A Subordinate Voting Shares	5
Stock Options <u>(4)</u>	\$ 10.15 <u>(3)</u>							03/28/2001	03/28/2006	Class A Subordinate Voting Shares	4
Stock Options <u>(4)</u>	\$ 7.6 <u>(3)</u>							04/16/2002	04/16/2007	Class A Subordinate Voting Shares	4
Stock Options <u>(4)</u>	\$ 7.25 <u>(3)</u>							05/01/2003	05/01/2008	Class A Subordinate Voting Shares	4
Class A Share Purchase Warrants <u>(5)</u>	\$ 19.13 <u>(3)</u>							03/12/2004	03/12/2009	Class A Subordinate Voting Shares	4
Stock Options <u>(6)</u>	\$ 8.95	04/28/2006		A	25,000			04/28/2007	04/28/2016	Class A Subordinate Voting Shares	2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROY FRANCOIS R C/O MDC PARTNERS INC. 45 HAZELTON AVENUE TORONTO A6 M5R 2E3	X			

Signatures

/s/ Francois Roy

05/02/2006

**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) Includes 4,000 shares of Restricted Stock which will vest on March 6, 2009, subject to potential accelerated vesting in specified circumstances.
- (2) Stock Appreciation Rights (previously granted as of July 30, 2003) vest 1/3 on each anniversary of the grant date, expire four years from the date of grant, and may be settled in cash.
- (3) Canadian dollars.
- (4) Stock Options (previously granted on March 28, 2001, April 16, 2002, or May 1, 2003) vest 1/5 on grant and 1/5 on each anniversary of the grant date, expiring five years from the grant date.
- (5) These Class A Purchase Warrants form part of the Units issued by the Issuer.

- The Stock Options granted on April 28, 2006 vest over five (5) years from the Grant Date: 20% (5,000 options) on the first anniversary of
- (6) the Grant Date and an additional 20% on each of the next four (4) succeeding anniversaries of the Grant Date, and expiring ten (10) 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.

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