

BERNS STEVEN
Form 4
March 21, 2007

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
BERNS STEVEN

(Last) (First) (Middle)

C/O MDC PARTNERS INC., 950
THIRD AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

MDC PARTNERS INC [MDCA]

3. Date of Earliest Transaction
(Month/Day/Year)

03/19/2007

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)

President & CFO

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					106,000 ⁽¹⁾	D	
Class A Subordinate Voting Shares	03/19/2007		F	16,900 D	\$ 7.73 89,100 ⁽²⁾	D	
Financial Performance-Based Restricted Stock Class A Shares	03/20/2007		A	50,770 A	\$ 0 139,870 ⁽³⁾	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**

SEC 1474
(9-02)

required to respond unless the form
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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Stock Options <u>(4)</u>	\$ 10.5					08/25/2005 08/25/2009	Class A Subordinate Voting Shares 100,000
Stock Appreciation Rights <u>(5)</u>	\$ 10.5					08/25/2005 08/25/2008	Class A Subordinate Voting Shares 100,000
Restricted Stock Units <u>(6)</u>	\$ 0					08/25/2005 08/25/2007	Class A Subordinate Voting Shares 17,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERNS STEVEN C/O MDC PARTNERS INC. 950 THIRD AVENUE NEW YORK, NY 10022	X		President & CFO	

Signatures

/s/ Steven Berns 03/21/2007

 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).

Includes 100,000 Financial Performance-Based Restricted Stock (Class A Shares) of the Issuer, awarded February 28, 2006. 50,000 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) At the time the 50,000 Shares vested, the Reporting Person elected to have 16,900 of the fully vested Class A Shares withheld to satisfy I.R.S. withholding, and the remaining 33,100 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
(3) of 2008, 2009, or 2010 if the Issuer achieves specified financial performance targets in 2007 - 2009, and is dependent upon continued employment.

(4) Stock Options (previously granted on August 25, 2004) vest as follows: 10,000 on August 25, 2005, 15,000 on August 25, 2006, 20,000 on August 25, 2007, 25,000 on August 25, 2008, and 30,000 on August 25, 2009.

(5) Stock Appreciation Rights (previously granted on August 25, 2004) 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 discretion of the Issuer.

(6) Restricted Stock Units (previously granted on August 25, 2004) vest and are deemed to be automatically exercised without any action on the part of the Reporting Person. 17,000 Class A Shares may be issued on September 6, 2007.

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.