

MDC PARTNERS INC
Form 4
March 02, 2006

FORM 4

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

OMB APPROVAL

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

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 *
NADAL MILES

(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)

02/28/2006

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)
Chairman and CEO

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 Subordinate Voting Shares | | | | | 1,832,311 | D | |
| Financial Performance-Based Restricted Stock Units (Class A) ⁽¹⁾ | 02/28/2006 | | A | 300,000 A | \$ 0 2,132,311 | I | (See Footnote) ⁽²⁾ |

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

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Stock Appreciation Rights ⁽³⁾ | \$ 5 ⁽⁴⁾ | | | | | 01/22/2004 | 01/22/2007 | Class A Subordinate Voting Shares | 475,000 |
| Stock Appreciation Rights ⁽⁵⁾ | \$ 9.71 ⁽⁴⁾ | | | | | 07/30/2004 | 07/30/2007 | Class A Subordinate Voting Shares | 338,200 |
| Stock Options ⁽⁶⁾ | \$ 5.4 ⁽⁴⁾ | | | | | 10/09/2002 | 10/09/2007 | Class A Subordinate Voting Shares | 475,000 |
| Stock Options ⁽⁶⁾ | \$ 7.25 ⁽⁴⁾ | | | | | 05/01/2003 | 05/01/2008 | Class A Subordinate Voting Shares | 382,000 |
| Stock Options ⁽⁶⁾ | \$ 9.5 ⁽⁴⁾ | | | | | 06/02/2003 | 06/02/2008 | Class A Subordinate Voting Shares | 28,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| NADAL MILES C/O MDC PARTNERS INC. 45 HAZELTON AVENUE TORONTO, A6 M5R 2E3 | X | | Chairman and CEO | |

Signatures

Miles Nadal

03/02/2006

**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).

- A portion of the Financial Performance-Based Restricted Stock Units (Class A Shares) of the Issuer may vest in each of 2007, 2008 and / or 2009 if the Issuer achieves specified financial performance targets in 2006 - 2008, and is dependent on continued employment. Such financial targets are set forth in a "Financial Performance-Based Restricted Stock Unit 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.
- (1) Held by an Affiliate under a Management Services Agreement.
 - (2) Stock Appreciation Rights (previously granted on January 22, 2003) vest 1/3 on each anniversary of the grant date, expire four years from the grant date, and may be settled in cash.
 - (3) Canadian dollars.
 - (4) Stock Appreciation Rights (previously granted on July 30, 2003) vest 1/3 on each anniversary of the grant date, expire four years from the grant date, and may be settled in cash.
 - (5) Stock Options (previously granted on October 9, 2002, May 1, 2003 or June 2, 2003) vest 1/5 on the grant date and 1/5 on each anniversary of the grant date, expiring five 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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