

MDC PARTNERS INC
Form 4
March 07, 2006

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 *
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)
03/06/2006

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Class A Subordinate Voting Shares (1) | | | | (A) or (D) | 7,000 | D | |
| Restricted Stock Units (2) | 03/06/2006 | | A | 4,000 A \$ 0 | 11,000 | D | |

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

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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 or Number of Shares |
| Stock Appreciation Rights ⁽³⁾ | \$ 9.71 ⁽⁴⁾ | | | | | 07/30/2004 | 07/30/2007 | Class A Subordinate Voting Shares | 5,000 |
| Stock Options ⁽⁵⁾ | \$ 10.15 ⁽⁴⁾ | | | | | 03/28/2001 | 03/28/2006 | Class A Subordinate Voting Shares | 4,000 |
| Stock Options ⁽⁵⁾ | \$ 7.6 ⁽⁴⁾ | | | | | 04/16/2002 | 04/16/2007 | Class A Subordinate Voting Shares | 4,000 |
| Stock Options ⁽⁵⁾ | \$ 7.25 ⁽⁴⁾ | | | | | 05/01/2003 | 05/01/2008 | Class A Subordinate Voting Shares | 4,000 |
| Class A Share Purchase Warrants ⁽⁶⁾ | \$ 19.13 ⁽⁴⁾ | | | | | 03/12/2004 | 03/12/2009 | Class A Subordinate Voting Shares | 4,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ROY FRANCOIS R C/O MDC PARTNERS INC. 45 HAZELTON AVENUE | | | X | |

TORONTO, A6 M5R 2E3

Signatures

Francois Roy

03/06/2006

__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) These Shares of the Issuer were previously reported on a Form 3 filed with the SEC on March 30, 2004.
These Restricted Stock Units will vest on the third anniversary of the grant date, subject to potential accelerated vesting in specified
- (2) circumstances. Upon vesting, each Restricted Stock Unit will represent the right to receive one Class A Subordinate Voting Share of the Issuer.
- (3) 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.
- (4) Canadian dollars.
- (5) 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.
- (6) These Class A Share Purchase Warrants form part of the Units issued by 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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