

MDC PARTNERS INC
Form 4
March 16, 2006

FORM 4

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

OMB APPROVAL

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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 *
ROSENBERG GRAHAM LAWRENCE

(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)
03/13/2006

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)
Managing Director

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					4,000	I	Owned by spouse
Financial Performance-Based Restricted Stock Units (Class A) ⁽¹⁾					35,000	D	
Class A Subordinate Voting Shares	03/13/2006		M	65,000 A	\$ 5 ⁽²⁾ 100,000	D	
Class A Subordinate Voting Shares	03/13/2006		D	32,696 D	\$ 67,304 9.94	D	

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Class A Subordinate Voting Shares	03/14/2006	M	26,000	A	\$ 5.4 (2)	93,304	D
Class A Subordinate Voting Shares	03/14/2006	D	26,000	D	\$ 9.53 (2)	67,304	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 required to respond unless the form displays a currently valid OMB control number.

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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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Appreciation Rights (3)	\$ 5 (2)	03/13/2006		M	65,000	01/22/2004	01/22/2007	Class A Subordinate Voting Shares
Stock Options (4)	\$ 5.4 (2)	03/14/2006		M	26,000	10/09/2002	10/09/2007	Class A Subordinate Voting Shares
Stock Appreciation Rights (3)	\$ 9.71 (2)					07/30/2004	07/30/2007	Class A Subordinate Voting Shares
Stock Options (5)	\$ 8.4 (2)					07/31/2003	04/09/2012	Class A Subordinate Voting Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

