

MDC PARTNERS INC
Form 4
July 24, 2007

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 *
DAVIDSON THOMAS N

(Last) (First) (Middle)

C/O MDC PARTNERS INC., 950
THIRD AVENUE

(Street)

NEW YORK, NJ 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MDC PARTNERS INC [MDCA]

3. Date of Earliest Transaction
(Month/Day/Year)
05/02/2007

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)

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) | 137,181 ⁽²⁾ | D | |
| Class A Shares | | | | (A) or (D) | 10,000 | I | Held by spouse in trust. |
| Class A Shares | 07/23/2007 | | M | 718 A | \$ 9.71 137,899 ⁽²⁾ | 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.

SEC 1474
(9-02)

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 (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 ⁽⁴⁾ | \$ 9.71 ⁽³⁾ | 07/23/2007 | | M | 5,000 | 07/30/2004 | 07/30/2007 | Class A Shares | 718 |
| Stock Options ⁽⁶⁾ | \$ 10.66 ⁽³⁾ | | | | | 06/11/2003 | 06/11/2008 | Class A Shares | 4,000 |
| Class A Share Purchase Warrants ⁽⁷⁾ | \$ 19.13 ⁽³⁾ | | | | | 03/12/2004 | 03/12/2009 | Class A Shares | 10,000 |
| Stock Options ⁽⁸⁾ | \$ 8.95 | | | | | 04/28/2006 | 04/28/2016 | Class A Shares | 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DAVIDSON THOMAS N C/O MDC PARTNERS INC. 950 THIRD AVENUE NEW YORK, NJ 10022 | X | | | |

Signatures

/s/ Thomas Davidson
07/24/2007
Date

Signature of
Reporting Person

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) Hereinafter, "Class A Shares".

Includes 4,000 Class A Shares of Restricted Stock of the Issuer (previously granted on March 5, 2006) which will vest on March 5, 2009 (subject to potential accelerated vesting in specified circumstances), and 4,000 Class A shares of Restricted Stock (previously granted on May 2, 2007) which will vest 100% on May 2, 2010 (contingent upon the Reporting Person's continued service as a director through the vesting date).

(3) Canadian dollars.

(4) 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.

(5) This transaction does not involve the sale or purchase of a derivative security, but rather the exercise of stock appreciation rights. As per instruction 4 of Form 4, this field has been left blank.

(6) Stock Options (previously granted on June 11, 2003) vest 1/3 on the grant date, 1/3 on the following 2 anniversaries of the grant date, and expire five (5) years from the grant date.

(7) These Class A Purchase Warrants form part of the Units issued by the Issuer.

(8) Stock Options (previously granted on April 28, 2006) vest over five (5) years from the grant date: 20% (5,000 Options) on the first anniversary of the grant date, an additional 20% on each of the next four (4) succeeding anniversaries of the grant date, and expire 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.

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.