

MDC PARTNERS INC
Form 4
March 14, 2008

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 *
PORTER CHARLES K

(Last) (First) (Middle)

**C/O CRISPIN PORTER +
BOGUSKY, 3390 MARY STREET,
OFFICE 300**

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/13/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Strategist

(Street)

COCONUT GROVE, FL 33133

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Class A Shares | | | | | 149,899 | D | |
| Class A Shares | | | | | 8,431 | I | Owned by children |
| Class A Shares | 03/13/2008 | | F | 3,772 | \$ 8.1 | D | |

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

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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) | 8. Price of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|---|---|--|
| Stock Options <u>(2)</u> | \$ 13.25 <u>(3)</u> | | | Code V (A) (D) | | Date Exercisable: 01/12/2002 Expiration Date: 01/12/2011 | Class A Shares | 1,709 |
| Stock Options <u>(2)</u> | \$ 13.25 <u>(3)</u> | | | | | Date Exercisable: 08/15/2002 Expiration Date: 08/15/2011 | Class A Shares | 1,014 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PORTER CHARLES K C/O CRISPIN PORTER + BOGUSKY 3390 MARY STREET, OFFICE 300 COCONUT GROVE, FL 33133 | | | Chief Strategist | |

Signatures

/s/ Charles K. Porter 03/13/2008

**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) A total of 12,500 shares of Restricted Stock (Class A Shares) granted in 2006 vested on March 6, 2008. The Reporting Person elected to have 3,772 Class A Shares withheld by the Issuer to satisfy tax withholding requirements.
- (2)

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Stock Options (previously granted on January 12, 2001 and on August 15, 2001) vest 1/5 on each of the first two anniversaries of the grant date and 3/5 on the third anniversary of the grant date, expiring ten years from the grant date.

(3) Canadian dollars.

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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