

MDC PARTNERS INC
Form 4
May 04, 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

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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 *
KAMERSCHEN ROBERT

(Last) (First) (Middle)

**C/O MDC PARTNERS INC., 950
THIRD AVNUE**

(Street)

NEW YORK, NY 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)
				(A) or (D) Code V Amount (D) Price			
Class A Subordinate Voting Shares (1) (2)					49,466	D	
Restricted Stock (Class A Shares) (3)	05/02/2007		A	4,000 A \$ 0	53,466	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)	8. Price of Derivative Security (Instr. 5)
Warrants to Purchase Shares ⁽⁴⁾	\$ 15.72 ⁽⁵⁾					07/13/2004 - 03/12/2009	Class A Shares	6,300
Stock Options ⁽⁶⁾	\$ 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
KAMERSCHEN ROBERT C/O MDC PARTNERS INC. 950 THIRD AVENUE NEW YORK, NY 10022	X			

Signatures

/s/ Robert J. Kamerschen 05/04/2007

**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) Hereinafter, "Class A Shares".
- (2) Includes 4,000 Class A Shares of Restricted Stock (previously granted on March 5, 2006) which will vest on the third anniversary of the date of grant, subject to potential accelerated vesting in specified circumstances.

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- (3) These 4,000 Class A Shares of Restricted Stock of the Issuer, granted on May 2, 2007, will vest 100% on the third anniversary of the grant date ("Vesting Date"), contingent upon the Reporting Person's continued service as a director through the Vesting Date.
- (4) The Warrants are convertible into Shares on a one for one basis.
- (5) Canadian dollars.

- 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.
- (6)

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.