

MDC PARTNERS INC  
 Form 3  
 March 08, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Swartzman Gavin</p> <p>(Last) (First) (Middle)</p> <p>C/O MDC PARTNERS INC., 45 HAZELTON AVENUE</p> <p>(Street)</p> <p>TORONTO, A6 M5R 2E3</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/06/2006</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MDC PARTNERS INC [MDCA]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)                  Managing Director</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Subordinate Voting Shares	1,000	D	^
Financial Performance-Based Restricted Stock Units (Class A) <u>(1)</u>	35,000	D	^

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small>		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options <sup>(2)</sup>	10/09/2002	10/09/2007	Class A Subordinate Voting Shares	21,000	\$ 5.4 <sup>(3)</sup>	D	Â
Stock Appreciation Rights <sup>(4)</sup>	01/22/2004	01/22/2007	Class A Subordinate Voting Shares	35,000	\$ 5 <sup>(3)</sup>	D	Â
Stock Appreciation Rights <sup>(4)</sup>	08/24/2005	08/24/2008	Class A Subordinate Voting Shares	30,000	\$ 13.61 <sup>(3)</sup>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Swartzman Gavin C/O MDC PARTNERS INC. 45 HAZELTON AVENUE TORONTO, Â A6Â M5R 2E3	Â	Â	Â Managing Director	Â

## Signatures

Gavin Swartzman 03/08/2006

    Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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 portion of the Financial Performance-Based Restricted Stock Units (Class A Shares) of the Issuer may vest in each of 2007, 2008 and / or 2009 if the Issuer achieves specified financial performance targets in 2006 - 2008, and is dependent on continued employment. Such financial targets are set forth in a "Financial Performance-Based Restricted Stock Unit Agreement", a form of which was filed by the Issuer as an exhibit to a Form 8-K filed with the SEC on March 2, 2006.
- (2) Stock Options (previously granted on October 9, 2002) vest 1/5 on grant, 1/5 on each of the following four anniversaries of the grant date, expiring five years from the grant date.
- (3) Canadian dollars.
- (4) Stock Appreciation Rights of the Issuer (previously granted on January 22, 2003 or on August 24, 2004) vest 1/3 on each anniversary of the grant date, expire 4 years from the grant date, and are settled in cash or stock, at the option of the Issuer.

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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.