**PUSTIL STEPHEN** Form 4 May 26, 2010

#### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **PUSTIL STEPHEN** Issuer Symbol MDC PARTNERS INC [MDCA] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify C/O MDC PARTNERS INC., 45 05/03/2010 below) **HAZELTON AVENUE** Vice Chairman (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting TORONTO, A6 M5R 2E3 Person (Ctata) (7:-

| (City)                 | (State)                              | (Zip) Ta                      | ble I - Non-       | -Derivativ | ve Secu          | urities Ac  | quired, Disposed   | of, or Beneficia           | lly Owned               |
|------------------------|--------------------------------------|-------------------------------|--------------------|------------|------------------|-------------|--|----------------------------|-------------------------|
| 1.Title of<br>Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if | 3.<br>Transactio   | 4. Securi  |                  |             | 5. Amount of Securities  | 6. Ownership Form: Direct  | 7. Nature of Indirect   |
| (Instr. 3)             |                                      | any                           | Code               | (Instr. 3, | 4 and            | 5)          | Beneficially   | (D) or                     | Beneficial              |
|                        |                                      | (Month/Day/Year)              | (Instr. 8)  Code V | Amount     | (A)<br>or<br>(D) | Price       | Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | Indirect (I)<br>(Instr. 4) | Ownership<br>(Instr. 4) |
| Class A<br>Shares      |                                      |                               |                    |            |                  |             | 149,802 (1)  | D                          |                         |
| Class A<br>Shares      | 05/03/2010                           |                               | F                  | 1,796      | D                | \$<br>12.93 | 148,006 (1) (2)  | 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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |                     | te                 | 7. Title ar of Underl Securities (Instr. 3 a | S                                | 88 II S (1 |
|---|---|--------------------------------------|---|--|---|---------------------|--------------------|--|----------------------------------|------------|
|   |   |                                      |   | Code V                                 | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |            |
| Stock<br>Options                                    | \$ 9.19 (3)   |                                      |   |  |   | 04/29/2002          | 04/29/2012         | Class<br>A<br>Shares                         | 1,905                            |            |
| Stock Appreciation Rights (4)                       | \$ 3.72   |                                      |   |  |   | 02/12/2010          | 02/12/2014         | Class<br>A<br>Shares                         | 129,310                          |            |

## **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |               |       |  |  |  |
|--|---------------|-----------|---------------|-------|--|--|--|
| 1 8  | Director      | 10% Owner | Officer       | Other |  |  |  |
| PUSTIL STEPHEN<br>C/O MDC PARTNERS INC.<br>45 HAZELTON AVENUE<br>TORONTO, A6 M5R 2E3 | X             |           | Vice Chairman |       |  |  |  |

### **Signatures**

/s/ Stephen
Pustil

\*\*Signature of Reporting Person

O5/26/2010

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) Includes unvested Restricted Stock Units (Class A Shares) of the Issuer.
- (2) A total of 4,000 Restricted Stock Units (Class A Shares) of the Issuer granted May 2, 2007 vested on the third anniversary of the grant date. The Reporting Person elected to have a total of 1,796 Class A Shares withheld to satisfy tax withholding requirements.
- (3) Canadian dollars.

A total of 129,310 Stock Appreciation Rights ("SARs") were granted February 12, 2009, 33% vested on the first anniversary of the grant date, 33% vest on the second anniversary of the grant date, and 34% vest on the third anniversary of the grant date, and all such SARs expire on February 12, 2014. These SARs may be settled in cash or stock, at the discretion of the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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