

ROSENBERG GRAHAM LAWRENCE
Form 4
September 16, 2009

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 *
ROSENBERG GRAHAM
LAWRENCE

(Last) (First) (Middle)

C/O MDC PARTNERS INC., 45
HAZELTON AVENUE

(Street)

TORONTO ONTARIO, A6 M5R
2E3

(City) (State) (Zip)

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

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

08/31/2009

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)

Managing Director

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)
			Code	V	Amount or Price		
Class A Shares					19,128	I	See FN (1)
Class A Shares	08/31/2009		A		\$ 31,911 (2)	D	
Class A Shares	08/31/2009		F		\$ 17,232 (3)	D	
Class A Shares	08/31/2009		A		\$ 189,991 (4)	D	
Class A Shares	08/31/2009		F		\$ 69,793 (5)	D	

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

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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 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)	
						Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Options	\$ 8.4 ⁽⁶⁾					07/31/2003	04/09/2012	Class A Shares	47,600
Stock Appreciation Rights ⁽⁴⁾	\$ 3.72	08/31/2009		X	172,759	02/12/2010	02/12/2014	Class A Shares	172,759

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSENBERG GRAHAM LAWRENCE C/O MDC PARTNERS INC. 45 HAZELTON AVENUE TORONTO ONTARIO, A6 M5R 2E3			Managing Director	

Signatures

/s/ Graham L. Rosenberg 09/15/2009

**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) Owned by the spouse of the Reporting Person in an account over which the Reporting Person has trading authority.

On August 31, 2009 the Reporting Person ceased to be employed by the Issuer. As a result, a total of 31,911 shares underlying Restricted

(2) Stock Units (Class A Shares) - 18,484 granted in 2007, and 13,427 granted in 2008 - vested as Class A Shares and were settled on August 31, 2009.

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- (3) The Reporting Person elected to have 14,679 Class A Shares withheld by the Issuer to satisfy tax withholding requirements.
- (4) All 172,759 of the Stock Appreciation Rights ("SARs") granted February 12, 2009 vested as Class A Shares, and were exercised on August 31, 2009 as a result of the Reporting Person ceasing to be employed by the Issuer.
- (5) 104,498 Class A Shares were withheld by the Issuer to satisfy the exercise price applicable to the SARs. The Reporting Person elected to have an additional 15,700 Class A Shares withheld by the Issuer to satisfy tax withholding requirements.
- (6) Canadian dollars.
- (7) 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.

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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