

ROSENBERG GRAHAM LAWRENCE  
Form 4  
September 16, 2009

**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 \*  
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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(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) |       |                         |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|-------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title | Amount Number of Shares |
| Stock Options                              | \$ 8.4 <sup>(6)</sup>                                  |                                      |  |                                |   | 07/31/2003 04/09/2012                                    | Class A Shares  | 47,6  |                         |
| Stock Appreciation Rights <sup>(4)</sup>   | \$ 3.72  | 08/31/2009                           |  | X                              | 172,759   | 02/12/2010 02/12/2014                                    | Class A Shares  | 172,7 |                         |

## 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.

(2) 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 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. 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.