

MDC PARTNERS INC

Form 4

November 14, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KAMERSCHEN ROBERT

(Last) (First) (Middle)

**C/O MDC PARTNERS INC., 745
FIFTH AVENUE**

(Street)

NEW YORK, NY 10151

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/10/2011

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 Indirect Beneficial Ownership (Instr. 4)
Class A Shares				(A) or (D)	Price		
			Code	V	Amount		
Class A Shares	11/10/2011		P		2,100	A	\$ 13.99
Class A Shares	11/11/2011		P		2,900	A	\$ 14.07
					298,459	(1)	D
					300,559	(1) (2)	D
					303,459	(1) (2)	D

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

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information contained in this form are not
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SEC 1474
(9-02)

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)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (3)	\$ 8.95					04/28/2006	04/28/2016	Class A Shares	5,000
SARs (4)	\$ 3.72					03/10/2010	03/09/2014	Class A Shares	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KAMERSCHEN ROBERT C/O MDC PARTNERS INC. 745 FIFTH AVENUE NEW YORK, NY 10151	X

Signatures

/s/ Robert
Kamerschen 11/14/2011

**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) Includes shares of unvested Restricted Stock (Class A Shares) of the Issuer.
- (2) Each price reported in column 4 is a weighted average price of open market purchases. These shares were purchased in multiple transactions at prices ranging from \$13.98 to \$14.00 (on 11/10/2011) and \$14.00 to \$14.15 (on 11/11/2011), inclusive. The reporting person undertakes to provide to MDC Partners Inc., any security holder of MDC Partners Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in

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footnote (2) to this Form 4.

- (3) Stock Options (previously granted on April 28, 2006) expire ten (10) years from the grant date.

The Stock Appreciation Rights ("SARs") granted on March 10, 2009 vest over three (3) years from the grant date: 33% vested on the first anniversary of the grant date, 33% vested on the second anniversary of the grant date, and 34% vest on the third anniversary of the grant date, and all such SARs expire five (5) years from the grant date. These SARs may be settled in cash or stock, at the discretion of the Issuer.

(4)

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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