

FRENCH GUY

Form 4

November 28, 2005

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FRENCH GUY

(Last) (First) (Middle)

C/O MDC PARTNERS INC., 45  
HAZELTON AVE.

(Street)

TORONTO, A6 9999999999

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

MDC PARTNERS INC [MDCA]

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

11/15/2005

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 \_\_\_\_X\_\_\_\_ Other (specify  
below) below)

Retired from the Board

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3)   | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|---|--------------------------------------|--|--|--|---|
| Class A<br>Subordinate<br>Voting Shares |   |   | Code V                               | Amount (D)   | Price  | 12,886   | D   |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

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

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| 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<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |  |  |
|---|---|---|---|---|---|--|-----|---|--------------------|--|--|
|   |   |   |   | Code                                    | V   | (A)  | (D) | Date<br>Exercisable   | Expiration<br>Date | Title                                      | Amount<br>or<br>Number<br>of<br>Shares |
| Stock<br>Appreciation<br>Rights <u>(1)</u> <u>(2)</u> | \$ 9.71 <u>(3)</u>  |   |   |   |   |  |     | 07/30/2004  | 07/29/2004         | Class A<br>Subordinate<br>Voting<br>Shares | 0                                      |
| Stock<br>Options <u>(4)</u>                           | \$ 7.6 <u>(3)</u>   |   |   |   |   |  |     | 04/16/2002  | 04/15/2007         | Class A<br>Subordinate<br>Voting<br>Shares | 0                                      |
| Stock<br>Options <u>(4)</u>                           | \$ 7.25 <u>(3)</u>  |   |   |   |   |  |     | 05/01/2003  | 04/29/2008         | Class A<br>Subordinate<br>Voting<br>Shares | 0                                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| FRENCH GUY<br>C/O MDC PARTNERS INC.<br>45 HAZELTON AVE.<br>TORONTO, A6 9999999999 | Retired from the Board           |

## Signatures

Guy French 11/28/2005

                                         

\*\*Signature of Date  
Reporting Person

## 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) Stock Appreciation Rights vest 1/3 on each anniversary of the grant date, expiring four years from the grant date. The grant date was July 30, 2003.
- (2) Stock Appreciation Rights are tied to the performance of the underlying Shares of the Issuer, but may be settled in cash.

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(3) Canadian dollars

(4) Stock Options vest 1/5 on grant and 1/5 on each anniversary of the grant date, expiring five years from the grant date.

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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