

ROSENBERG GRAHAM LAWRENCE

Form 4

August 29, 2006

**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  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*

ROSENBERG GRAHAM  
LAWRENCE

(Last) (First) (Middle)

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

(Street)

TORONTO, 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)

08/28/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_\_ Other (specify  
below) below)

Managing Director

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 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)
Financial Performance-Based Restricted Stock Units <sup>(1)</sup>					35,000	D	
Class A Subordinate Voting Shares					8,000	I	Owned by spouse.
Class A Subordinate Voting Shares	08/28/2006		S	2,800 D	\$ 8.1 <sup>(2)</sup> 5,200	I	Owned by spouse.
	08/29/2006		S	1,200 D	4,000	I	

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Class A Subordinate	\$	Owned
Voting Shares	8.1	by
		spouse.

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights <sup>(3)</sup>	\$ 9.71 <sup>(2)</sup>					07/30/2004	07/30/2007	Class A Subordinate Voting Shares	13,33
Stock Options <sup>(4)</sup>	\$ 5.4 <sup>(2)</sup>					10/09/2002	10/09/2007	Class A Subordinate Voting Shares	13,00
Stock Options <sup>(5)</sup>	\$ 8.4 <sup>(2)</sup>					07/31/2002	04/09/2012	Class A Subordinate Voting Shares	47,62

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ROSENBERG GRAHAM LAWRENCE  
C/O MDC PARTNERS INC.  
45 HAZELTON AVE.  
TORONTO, A6 M5R 2E3

Managing Director

## Signatures

Graham L.  
Rosenberg

08/29/2006

\_\_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) A portion of the Financial Performance-Based Restricted Stock Units (Class A Shares) of the Issuer (previously granted on February 28, 2006) may vest in each of 2007, 2008 and /or 2009 if the Issuer achieves specified financial performance targets in 2006 - 2008, and is dependent on continued employment. Such financial targets are set forth in a "Financial Performance-Based Restricted Stock Unit Agreement", a form of which was filed by the Issuer as an exhibit to a Form 8-K with the SEC filed with the SEC on March 2, 2006.
- (2) Canadian dollars.
- (3) Stock Appreciation Rights (previously granted on July 30, 2003) vest 1/3 on each anniversary of the grant date, expire four years from the grant date, and may be settled in cash or in stock at the option of the Issuer.
- (4) Stock Options (previously granted on October 9, 2002) vest 1/5 on grant and 1/5 on each anniversary of the grant date, expiring five years from the grant date.
- (5) Stock Options (previously granted on July 31, 2003) are deemed to have fully vested on 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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