

MDC PARTNERS INC
Form 4
February 28, 2008

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

OMB APPROVAL

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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 *
NADAL MILES

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

C/O MDC PARTNERS INC., 45
HAZELTON AVENUE

02/26/2008

Chairman, CEO and President

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

TORONTO, A6 M5R 2E3

(City) (State) (Zip)

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					2,254,427	D	
Restricted Stock Units (Class A Shares)					521,414 ⁽¹⁾	I	See FN ⁽²⁾
Restricted Stock Units (Class A Shares) ⁽³⁾	02/26/2008		A	151,854 A	\$ 0 673,268	I	See FN ⁽²⁾
	02/26/2008		A	374,040 A	\$ 0 1,047,308	I	See FN ⁽²⁾

Restricted
Stock Units
(Class A
Shares) (4)

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)	8. Price of Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options <u>(4)</u>	\$ 10.66 <u>(5)</u>					06/11/2003	06/11/2008	Class A Shares	382,000
Stock Options <u>(4)</u>	\$ 10.3 <u>(5)</u>					06/25/2003	06/25/2008	Class A Shares	28,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NADAL MILES C/O MDC PARTNERS INC. 45 HAZELTON AVENUE TORONTO, A6 M5R 2E3	X		Chairman, CEO and President	

Signatures

/s/ Miles Nadal 02/27/2008

**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 521,414 unvested Restricted Stock Units (Class A Shares) of the Issuer are subject to achievement by the Issuer of financial performance targets.
- (2) Held by Affiliates of the Reporting Person, including: Nadal Investments Limited, Nadal Management Limited, and certain retirement accounts, and trusts maintained for the benefit of the children of the Reporting Person.

(3) All 151,854 of these Restricted Stock Units (Class A Shares) of the Issuer awarded on February 26, 2008 will vest in February 2011, subject to accelerated vesting in 2009 and / or 2010, if the Issuer achieves specified financial performance targets in 2009 and 2010, subject to continued employment.

(4) All 374,040 of these Restricted Stock Units (Class A Shares) of the Issuer were awarded on February 26, 2008 as an LTIP Equity Incentive pursuant to the Reporting Person's Management Services Agreement. These Restricted Stock Units may vest in 2011 if the Issuer achieves specified financial performance targets in 2008 - 2010, subject to continued employment. Such financial targets for 2008 - 2010 are outlined in a "Service-Based and Financial Performance-Based Restricted Stock Unit Agreement", a form of which was filed by the Issuer as an exhibit to a Form 10-Q filed with the SEC on November 8, 2007.

(5) Canadian dollars.

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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