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MDC PARTNERS INC Form 4 February 28, 2008 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **ROSENBERG GRAHAM** Issuer Symbol LAWRENCE MDC PARTNERS INC [MDCA] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_Officer (give title Other (specify C/O MDC PARTNERS, 45 02/26/2008 below) below) HAZELTON AVENUE Managing Director (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting TORONTO, A6 M5R 2E3 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) any Code (D) Beneficially (D) or Beneficial Indirect (I) Ownership (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Class A 1,914 D Shares Class A Owned by 4,000 I Shares spouse Restricted **Stock Units** 55,627 (1) D (Class A Shares)

26,854 A

А

\$0

82,481 (1)

Restricted 02/26/2008 Stock Units (Class A D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control 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. Transact Code (Instr. 8)	5. 6. Date Exercisable of Expiration Date of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		te	7. Title an of Underl Securities (Instr. 3 a	5	8. Price Derivativ Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (3)	\$ 8.4 <u>(4)</u>					07/31/2003	04/09/2012	Class A Shares	47,625	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
ROSENBERG GRAHAM LAWRENCE C/O MDC PARTNERS 45 HAZELTON AVENUE TORONTO, A6 M5R 2E3			Managing Director			
Signatures						

Shares) (2)

/s/ Graham 02/26/2008 Rosenberg

**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).
- A portion of the 55,627 unvested Restricted Stock Units (Class A Shares) are subject to achievement by the Issuer of financial (1) performance targets.

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All 26,854 of the Restricted Stock Units (Class A Shares) of the Issuer awarded on February 26, 2008 will vest in February 2011, subject

- (2) to accelerated vesting in 2009 and / or 2010 if the Issuer achieves specified financial performance targets in 2009 and 2010, subject to continued employment.
- (3) Stock Options (previously granted July 31, 2003) are deemed to have fully vested on the grant date.
- (4) 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. 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.