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MDC PARTN Form 4 May 01, 2008 FORM Check this if no longe subject to Section 16 Form 4 or Form 5 obligations may contin <i>See</i> Instruct 1(b).	4 UNITED S ² box STATEMI Filed pursu Section 17(a)	TATES SECUI Wa ENT OF CHAN uant to Section 1 of the Public U 30(h) of the Ir	shington, NGES IN I SECUR 6(a) of the tility Hold	D.C. 205 BENEFIC TTIES Securitie	49 CIAL es Exto pany	OW chang Act of	NERSHIP OF e Act of 1934, f 1935 or Sectio	OMB Number: Expires: Estimated a burden hou response	•
(Print or Type Re		*					5 D I .: I		
1. Name and Ad KAMERSCH	Symbol	2. Issuer Name and Ticker or Trading Symbol MDC PARTNERS INC [MDCA]			5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Mie		3. Date of Earliest Transaction			(Chec	ck all applicable)		
			(Month/Day/Year) 04/29/2008				Officer (give titleOther (specify below) below)		
				mendment, Date Original Ionth/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
NEW YORK, NY 10022 Form filed by More than One Reporting Person									
(City)	(State) (Z	Cip) Tab	le I - Non-De	erivative S	ecuriti	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year	Code) (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, Amount	(A) o of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Class A Shares							82,466 <u>(1)</u>	D	
Restricted Stock (Class A Shares) (2)	04/29/2008		А	4,000	A	\$0	86,466 <u>(1)</u>	D	

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

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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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		te	7. Title ar of Underl Securities (Instr. 3 a	lying S	8. Price Derivati Security (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Warrants to Purchase Shares (3)	\$ 15.72 (4)					07/13/2004	03/12/2009	Class A Shares	6,300	
Stock Options (5)	\$ 8.95					04/28/2006	04/28/2016	Class A Shares	25,000	

Reporting Owners

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
KAMERSCHEN ROBERT C/O MDC PARTNERS INC. 950 THIRD AVENUE NEW YORK, NY 10022	Х			
Signatures				

/s/ Robert J. Kamerschen	04/30/2008			
<u>**</u> 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). **

Includes 4,000 Class A Shares of Restricted Stock (previously granted on March 5, 2006), and 4,000 Class A Shares of Restricted Stock (1) (previously granted on May 2, 2007), which will vest 100% on the third anniversary of the respective grant dates (each, a "Vesting Date"), contingent upon the Reporting Person's continued service as a director through each such Vesting Date.

- These 4,000 Class A Shares of Restricted Stock of the Issuer, granted on April 29, 2008, will vest 100% on the third anniversary of the (2)grant date (Vesting Date"), contingent upon the Reporting Person's continued service as a director through the Vesting Date.
- (3) The Warrants are convertible into Shares on a one for one basis.

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(4) Canadian dollars.

Stock Options (previously granted on April 28, 2006) vest over five (5) years from the grant date: 20% (5,000 options) on the first
(5) anniversary of the grant date, an additional 20% on each of the next four (4) succeeding anniversaries of the grant date, and expire ten (10) 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. 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.