DICKSON ROBERT E

Form 4 March 01, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue.

See Instruction 1(b).

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

SECURITIES

(Print or Type Responses)

1. Name and Address of Reporting Person * **DICKSON ROBERT E**

2. Issuer Name and Ticker or Trading Symbol

MDC PARTNERS INC [MDCA]

Issuer

(First) (Last)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 03/01/2010

(Check all applicable) Director 10% Owner

5. Relationship of Reporting Person(s) to

OMB APPROVAL

_ Other (specify

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

X_ Officer (give title below) below)

C/O MDC PARTNERS INC., 45 **HAZELTON AVENUE**

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

6. Individual or Joint/Group Filing(Check

Managing Director

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

TORONTO, A6 M5R 2E3

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities A	cquired, Disposed	of, or Beneficia	lly 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 on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Class A Shares			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4) 182,245 (1)	D	
Class A Shares	03/01/2010		P	550	A	\$ 9.4	182,795 (1) (2)	D	

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.

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		te	7. Title a of Under Securitie (Instr. 3	S	8 E S (1
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (3)	\$ 8.4 (4)					04/10/2002	04/10/2012	Class A shares	57,150	
Stock Appreciation Rights (5)	\$ 8.95					04/28/2008	04/28/2016	Class A shares	10,000	
Stock Appreciation Rights (6)	\$ 3.72					02/12/2010	02/12/2014	Class A shares	188,276	

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Hume / Huuress	

Director 10% Owner Officer Other

DICKSON ROBERT E C/O MDC PARTNERS INC. 45 HAZELTON AVENUE TORONTO, A6 M5R 2E3

Managing Director

Signatures

/s/ Robert

Dickson 03/01/2010

**Signature of Person 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) Includes unvested Restricted Stock Units (Class A Shares) of the Issuer.
- (2) Reflects the open market purchase of 550 Class A Shares of the Issuer.
- (3) Stock Options (previously granted on April 10, 2002) expire 10 years from the grant date.

Reporting Owners 2

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- (4) Canadian dollars.
- (5) Stock Appreciation Rights ("SARs") granted April 28, 2006, fully vested on April 28, 2008. These SARs may be settled in cash or stock, at the discretion of the Issuer.
- SARs granted February 12, 2009, vest 33% on the first anniversary of the grant date, 33% on the second anniversary of the grant date,
- (6) and 34% on the third anniversary of the grant date, and expire on February 12, 2014. These SARs may be settled in cash or stock, at the discretion of the Issuer.

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.