PUSTIL STEPHEN Form 4 August 05, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

See Instruction

See Instruction

See Instruction

Output Section 10(a) of the Section 10(a) of the Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person ** PUSTIL STEPHEN			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle)		(Middle)	MDC PARTNERS INC [MDCA] 3. Date of Earliest Transaction	(Check all applicable)		
C/O MDC PARTNERS INC., 45 HAZELTON AVENUE			(Month/Day/Year) 08/03/2010	_X_ Director 10% Owner Selection Other (special below) Uice Chairman		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
TORONTO, A	.6 M5R 2E	E3	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Tabla I - Nan-Darivativa Securities A	cauired Disposed of or Repeticially Own		

(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)	Date, if Transaction(A) or Disposed of (D) Code (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			Code V	Amount (D) Price	148,006 (1)	D	
Class A Shares	08/03/2010		P	5,000 A	\$ 12.45 (2)	153,006 (1)	D	

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

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SEC 1474

(9-02)

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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)		e	7. Title at of Underl Securities (Instr. 3 a	8	8 I S
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options	\$ 9.19 (3)					04/29/2002	04/29/2012	Class A Shares	1,905	
Stock Appreciation Rights (4)	\$ 3.72					02/12/2010	02/12/2014	Class A Shares	129,310	

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
PUSTIL STEPHEN C/O MDC PARTNERS INC. 45 HAZELTON AVENUE TORONTO, A6 M5R 2E3	X		Vice Chairman				

Signatures

/s/ Stephen
Pustil

**Signature of Reporting Person

O8/05/2010

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) Includes unvested Restricted Stock Units (Class A Shares) of the Issuer.
- Represents a weighted average price of open market purchases. These shares were purchased in multiple transactions at prices ranging (2) from \$12.44 to \$12.46. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price.
- (3) Canadian dollars.
- A total of 129,310 Stock Appreciation Rights ("SARs") were granted February 12, 2009, 33% vested on the first anniversary of the grant
- (4) date, 33% vest on the second anniversary of the grant date, and 34% vest on the third anniversary of the grant date, and all such SARs expire on February 12, 2014. These SARs may be settled in cash or stock, at the discretion of the Issuer.

Reporting Owners 2

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