MDC PARTNERS INC

Form 4

November 15, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

0.5

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response...

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

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

5. Relationship of Reporting Person(s) to

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

KAMERSCHEN ROBERT				Symbol MDC PARTNERS INC [MDCA]						Issuer			
				MDC PA	KINEKS	MC	IVIL	JCA		(Check	all applicable	e)	
(Last)	(First)	(Midd	lle)	3. Date of E	arliest Tra	nsaction							
				(Month/Day	/Year)				-	_X_ Director		Owner	
C/O MDC PARTNERS INC., 375			75	11/11/2005					- 1-	Officer (give to below)	title Other	er (specify	
HUDSON ST	REET								ι	ociow)	below)		
	(Street)				4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
				Filed(Month	/Day/Year)					Applicable Line) _X_ Form filed by O	1 0		
NEW YORK	, NY 10014								F	Form filed by M Person	ore than One Re	eporting	
(City)	(State)	(Zip))	Table l	I - Non-De	rivative	Sec	uritie	s Acqui	ired, Disposed of,	, or Beneficial	lly Owned	
1.Title of	2. Transactio	n Date	2A. Dee	emed	3.	4. Sec	uriti	es Ac	quired	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)		Execution Date, if any		Transaction(A) or Disposed of (D Code (Instr. 3, 4 and 5)					Securities	Ownership	Indirect	
(Instr. 3)									5)	.		Beneficial	
			(Month)	/Day/Year)	(Instr. 8)					Owned Following	Direct (D) or Indirect	Ownership (Instr. 4)	
								(A)		Reported Transaction(s)	(I) (Instr. 4)	(111511.4)	
					Code V	Amou	ınt	or (D)	Price	(Instr. 3 and 4)	(======================================		
Class A													
Subordinate Voting	11/11/2005	5			P	10,00	00	A	\$ 5.97	45,466	D		
Shares													

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)

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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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year) ve es d		7. Title and Am Underlying Sec (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrants to Purchase Shares (1)	\$ 12.79 (2)					07/13/2004	03/12/2009	Class A Subordinate Voting Shares	6,300

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
KAMERSCHEN ROBERT C/O MDC PARTNERS INC. 375 HUDSON STREET NEW YORK, NY 10014	X					

Signatures

Robert

Kamerschen 11/15/2005

**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) The Warrants are convertible into Shares on a one-for-one basis.
- (2) The exercise price of the Warrants is Canadian \$15.72 per Warrant. The exercise price referred to herein has been converted into U.S. dollars based on the Interbank exchange rate in effect at close of business on November 11, 2005.

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.

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