Sabatino Michael Form 4 December 01, 2005

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

OMB 3235-0287 Number:

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

**OMB APPROVAL** 

subject to Section 16. Form 4 or Form 5

**SECURITIES** 

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Sabatino Michael

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

MDC PARTNERS INC [MDCA]

(Check all applicable)

C/O MDC PARTNERS INC., 950

(Street)

(State)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner X\_ Officer (give title Other (specify

THIRD AVE.

(City)

(Last)

below) below) SVP & Chief Accounting Officer

4. If Amendment, Date Original

11/30/2005

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10022

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

7. Nature of Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Indirect (I) Following (Instr. 4) Reported (Instr. 4)

D

(A) or Code V Amount (D)

Transaction(s)

(Instr. 3 and 4) Price

Class A

Shares

Subordinate Voting

11/30/2005

1,000 A P 1,000

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.

### Edgar Filing: Sabatino Michael - Form 4

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transactio	5. orNumber	6. Date Exercise Expiration Date		7. Title and Amo Underlying Secu	
Security	or Exercise	(Month Buy Tear)	any	Code	of	(Month/Day/Y		(Instr. 3 and 4)	arreies
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Share
Stock Appreciation Rights (1) (2)	\$ 9.52					04/01/2006	03/30/2009	Class A Subordinate Voting Shares	50,00

# **Reporting Owners**

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	Ttolution.

Director 10% Owner Officer Other

Sabatino Michael C/O MDC PARTNERS INC. 950 THIRD AVE. NEW YORK, NY 10022

SVP & Chief Accounting Officer

## **Signatures**

Michael 12/01/2005

\*\*Signature of 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) Stock Appreciation Rights ("SARs") vest 1/3 on each anniversary of the grant date, expiring four years from the grant date. SARs may be settled in cash.
- (2) The grant date is April 1, 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.

Reporting Owners 2