

MDC PARTNERS INC  
Form 4  
March 02, 2006

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

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

## OMB APPROVAL

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(Print or Type Responses)

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

(Last) (First) (Middle)

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

(Street)

**TORONTO, A6 M5R 2E3**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**MDC PARTNERS INC [MDCA]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/28/2006**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Managing Director

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**

| 1. Title of Security<br>(Instr. 3)   | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|---|---|--------------------------------------|--|--|---|---|
| Class A Subordinate<br>Voting Shares <sup>(1)</sup>                                  |   |   |                                      |  | 5,300  | D   |   |
| Financial<br>Performance-Based<br>Restricted Stock<br>Units (Class A) <sup>(2)</sup> | 02/28/2006                              |   | C                                    | 45,000 A \$ 0  | 50,300   | D   |   |

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

**Persons who respond to the collection of  
information contained in this form are not  
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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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |     | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                 |                                   |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|-----------------------------------|----------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D) | Date Exercisable  | Expiration Date | Title                             | Amount Number Shares |
| Stock Appreciation Rights <u>(3)</u>       | \$ 7.25 <u>(4)</u>                                     |                                      |  |                                |   |  |     | 05/01/2004  | 05/01/2007      | Class A Subordinate Voting Shares | 100,0                |
| Stock Appreciation Rights <u>(3)</u>       | \$ 9.71 <u>(4)</u>                                     |                                      |  |                                |   |  |     | 07/30/2004  | 07/30/2007      | Class A Subordinate Voting Shares | 13,33                |
| Stock Options <u>(5)</u>                   | \$ 8.4 <u>(4)</u>                                      |                                      |  |                                |   |  |     | 04/10/2002  | 04/10/2012      | Class A Subordinate Voting Shares | 57,15                |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| DICKSON ROBERT E<br>C/O MDC PARTNERS INC.<br>45 HAZELTON AVENUE<br>TORONTO, A6 M5R 2E3 | Managing Director                |

## Signatures

Robert Dickson  
03/02/2006  
\*\*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)

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These Class A Subordinate Voting Shares were acquired by Mr. Dickson prior to his becoming a reporting person of the Issuer and were previously reported on his Form 3 filed on March 29, 2003 with the SEC.

A portion of the Financial Performance-Based Restricted Stock Units (Class A Shares) of the Issuer may vest in each of 2007, 2008 and / or 2009 if the Issuer achieves specified financial performance targets in 2006 - 2008, and is dependent on continued employment. Such financial targets are set forth in a "Financial Performance-Based Stock Unit Agreement", a form of which was filed by the Issuer as an exhibit to a Form 8-K filed with the SEC on March 2, 2006.

- (2) or 2009 if the Issuer achieves specified financial performance targets in 2006 - 2008, and is dependent on continued employment. Such financial targets are set forth in a "Financial Performance-Based Stock Unit Agreement", a form of which was filed by the Issuer as an exhibit to a Form 8-K filed with the SEC on March 2, 2006.
- (3) Stock Appreciation Rights (previously granted on May 1, 2003 or on July 30, 2003) vest 1/3 on each anniversary of the grant date, expire four years from the grant date, and may be settled in cash.
- (4) Canadian dollars.
- (5) Stock Options (previously granted on April 10, 2002) vest 1/3 on the grant date, 1/3 on the following two anniversaries of the grant date, and expire 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.

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