### DAVIDSON THOMAS N

Form 4

November 20, 2009

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires: 2005

0.5

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

obligations

may continue.

See Instruction

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

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Addre DAVIDSON T	^	ng Person *	2. Issuer Name and Ticker or Trading Symbol MDC PARTNERS INC [MDCA]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
7 SUNRISE CA	AY DRIVE		(Month/Day/Year) 11/20/2009	X Director 10% Owner Officer (give title below) Other (specify below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
KEY LARGO,	FL 33037		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	uired, Disposed of, or Beneficially Owne		

(City)	(State)	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)	3. Transaction Code (Instr. 8)	(D) (Instr. 3,	4 and (A) or	od of 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	149,899 (1)	D		
Class A Shares							10,000	I	Held by spouse in trust	
Class A Shares	11/20/2009		P	2,000	A	\$ 8.55	151,899 (1)	D		

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

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#### number.

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. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	te	7. Title at of Underl Securities (Instr. 3 a	s	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options	\$ 8.95					04/28/2006	04/28/2016	Class A Shares	25,000	
SARs (3)	\$ 3.72					03/10/2010	03/10/2014	Class A Shares	10,000	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
r	Director	10% Owner	Officer	Other			
DAVIDSON THOMAS N 7 SUNRISE CAY DRIVE KEY LARGO, FL 33037	X						

## **Signatures**

Thomas N.
Davidson

\*\*Signature of Date

\*\*Signature of I 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).
- Includes 8,000 Class A Shares of Restricted Stock (4,000 previously granted on May 2, 2007, and 4,000 previously granted on April 29, (1) 2008) which will vest 100% on the third anniversary of the respective grant dates (each, a "Vesting Date"), contingent upon the Reporting Person's continued service as a director through each such Vesting Date.
- Stock Options (previously granted on April 28, 2006) vest over five (5) years from the grant date: 20% (5,000 Stock Options) on the first anniversary of the grant date, and additional 20% on each of the next four (4) succeeding anniversaries of the grant date, and expire ten (10) years from the grant date.

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The Stock Appreciation Rights ("SARs") granted on March 10, 2009 vest over three (3) years from the grant date: 33% (3,300 Class A (3) Shares) on the first anniversary of the grant date, 33% (3,300 Class A Shares) on the second anniversary of the grant date, and 34% (3,400 Class A Shares) on the third anniversary of the grant date, and expire five (5) 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. 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.