

ROY FRANCOIS R  
Form 4  
May 04, 2007

**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 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ROY FRANCOIS R

(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)  
05/02/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Class A Subordinate Voting Shares <sup>(1)</sup>					7,000	D	
Restricted Stock Units (Class A Shares) <sup>(2)</sup>					4,000	D	
Restricted Stock Units (Class A Shares) <sup>(3)</sup>	05/02/2007		A	4,000 A \$ 0	4,000	D	

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

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(9-02)

**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)	8. I. De. Sec. (In	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights <sup>(4)</sup>	\$ 9.71 <sup>(5)</sup>					07/30/2004	07/30/2007	Class A Shares	5,000
Stock Options <sup>(6)</sup>	\$ 10.66 <sup>(5)</sup>					06/11/2003	06/11/2008	Class A Shares	4,000
Stock Options <sup>(7)</sup>	\$ 8.95					04/28/2006	04/28/2016	Class A Shares	25,000
Class A Share Purchase Warrants <sup>(8)</sup>	\$ 19.13 <sup>(5)</sup>					03/12/2004	03/12/2009	Class A Shares	4,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROY FRANCOIS R C/O MDC PARTNERS INC. 45 HAZELTON AVENUE TORONTO, A6 M5R 2E3	X			

## Signatures

/s/ Francois R.  
Roy

04/05/2007

\_\_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) Hereinafter, "Class A Shares".

Restricted Stock Units (previously granted on March 5, 2005) will vest on the third anniversary of the date of grant, subject to potential accelerated vesting in specified circumstances. Upon vesting, each restricted stock unit represents the right to receive one Class A Share of the Issuer.

(3) These Restricted Stock Units of the Issuer, granted on May 2, 2007, will vest on the third anniversary of the date of grant, subject to potential accelerated vesting in specified circumstances. Upon vesting, each restricted stock unit represents the right to receive one Class A Share of the Issuer.

(4) Stock Appreciation Rights (previously granted 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.

(5) Canadian dollars.

(6) Stock Options of the Issuer (previously granted on June 11, 2003) vest 1/5 on grant, and 1/5 on each anniversary of the grant date, expiring five (5) years from the grant date.

(7) Stock Options (previously granted on April 28, 2006) vest over five (5) years from the grant date: 20% (5,000 options) on the first anniversary of the grant date, an additional 20% on each of the next four (4) succeeding anniversaries of the grant date, and expire ten (10) years from the grant date.

(8) These Class A Share Purchase Warrants form part of the Units issued by the Issuer.

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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