

MDC PARTNERS INC  
 Form 4  
 July 27, 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 \*  
**PUSTIL STEPHEN**

(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)  
**07/26/2007**

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>					78,167	D	
Restricted Stock Units					9,000 <sup>(2)</sup> <sup>(3)</sup>	D	
Class A Shares	07/26/2007		M	707 A	\$ 9.71 78,874 <sup>(4)</sup>	D	

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights <sup>(5)</sup>	\$ 9.71 <sup>(4)</sup>	07/26/2007		M	5,000	07/30/2004	07/30/2007	Class A Shares	707
Stock Options <sup>(7)</sup>	\$ 10.66 <sup>(4)</sup>					06/11/2003	06/11/2008	Class A Shares	25,000
Stock Options <sup>(7)</sup>	\$ 10.66 <sup>(4)</sup>					06/11/2003	06/11/2008	Class A Shares	4,000
Stock Options <sup>(8)</sup>	\$ 56.43 <sup>(4)</sup>					02/22/2000	03/22/2010	Class A Shares	1,905
Stock Options <sup>(9)</sup>	\$ 9.19 <sup>(4)</sup>					04/29/2002	04/28/2012	Class A Shares	1,905

## Reporting Owners

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

## Signatures

/s/ Stephen M.  
Pustil

07/27/2007

\_\_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".  
Includes 5,000 Financial Performance-Based Restricted Stock Units (Class A Shares) of the Issuer ("FBP RSU's"), previously granted on February 28, 2006, a portion of which may vest in each of 2008 and / or 2009 if the Issuer achieves specified financial performance targets in 2007 - 2008, and is dependent on the Reporting Person's continued service as a director of the Issuer. Such financial targets are set forth in a "Financial Performance-Based Restricted 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) Includes 4,000 Restricted Stock Units which 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) Canadian dollars.
- (4) Stock Appreciation Rights of the Issuer (previously granted on July 30, 2003) vest 1/3 on each anniversary of the grant date, expire 4 years from the grant date, and are settled in cash or stock, at the option of the Issuer.
- (5) This transaction does not involve the sale or purchase of a derivative security, but rather the exercise of stock appreciation rights. As per instruction 4 of Form 4, this field has been left blank.
- (6) These Stock Options (previously granted on June 11, 2003) vest 1/3 on the grant date, 1/3 on the following 2 anniversaries of the grant date, and expire five (5) years from the grant date.
- (7) These Stock Options were granted on July 31, 2003 and were fully vested at grant, and expire ten (10) years from the grant date.  
These Stock Options were granted on July 31, 2003 with an initial vesting date of April 29, 2002. These Stock Options vest 1/3 on the initial vesting date and 1/3 on each of the next two anniversaries of the initial vesting date, and expire ten (10) years from the initial vesting date.
- (8) These Stock Options were granted on July 31, 2003 with an initial vesting date of April 29, 2002. These Stock Options vest 1/3 on the initial vesting date and 1/3 on each of the next two anniversaries of the initial vesting date, and expire ten (10) years from the initial vesting 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.