

MDC PARTNERS INC  
Form 4  
May 18, 2010

**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 \*  
**KAMERSCHEN ROBERT**

(Last) (First) (Middle)

**C/O MDC PARTNERS INC., 950  
THIRD AVENUE**

(Street)

**NEW YORK, NY 10022**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/17/2010**

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)	Price		
				Code	V	Amount	
Class A Shares					206,927	(1)	D
Class A Shares	03/17/2010		P	10,000	A	\$ 11.96	216,927 (1) D

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

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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)	8. Price of Derivative Security (Instr. 5)
Stock Options <u>(2)</u>	\$ 8.95					04/28/2006 04/28/2016	Class A Shares	25,000
SARs <u>(3)</u>	\$ 3.72					03/10/2010 03/09/2014	Class A Shares	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KAMERSCHEN ROBERT C/O MDC PARTNERS INC. 950 THIRD AVENUE NEW YORK, NY 10022	X			

## Signatures

/s/ Robert  
Kamerschen 05/18/2010  
 \*\*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) Includes 8,066 Class A Shares of Restricted Stock (4,000 previously granted on April 29, 2008, and 4,066 granted on March 11, 2010 ), 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.
  - (2) Stock Options (previously granted on April 28, 2006) expire ten (10) years from the grant date.
  - (3) The Stock Appreciation Rights ("SARs") granted on March 10, 2009, vest over three (3) years from the Grant Date: 33% (3,300 Class A 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. These SAR's may be

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settled in cash or stock, at the discretion of 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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