

DICKSON ROBERT E  
Form 4  
March 08, 2011

**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 \*  
**DICKSON ROBERT E**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last)      (First)      (Middle)  
**C/O MDC PARTNERS INC., 45  
HAZELTON AVENUE**  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/04/2011**

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**TORONTO ONTARIO, A6 M5R  
2E3**

(City)      (State)      (Zip)

**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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Shares						169,425 <sup>(1)</sup>	D
Class A Shares	03/04/2011		F	8,603	D	\$ 160,822 <sup>(1)</sup> <u>17.86</u> <sup>(2)</sup>	D
Restricted Stock Units (Class A Shares)	03/07/2011		A	23,270	A	\$ 0 <sup>(1)</sup> <u>184,092</u> <sup>(3)</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 Number Shares
Stock Options <u>(4)</u>	\$ 8.4 <u>(5)</u>					04/10/2002	04/10/2012	Class A Shares	57,150
Stock Appreciation Rights <u>(6)</u>	\$ 8.95					04/28/2008	04/28/2016	Class A Shares	10,000
Stock Appreciation Rights <u>(7)</u>	\$ 3.72					02/12/2010	02/12/2014	Class A Shares	188,270
Extraordinary Equity Value Appre. Restricted Stock Awards <u>(8)</u>	<u>(8)</u>					<u>(8)</u>	12/31/2013	Restricted Stock Units	45,000

## Reporting Owners

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

## Signatures

/s/ Robert E.

Dickson

03/08/2011

\_\_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 unvested Restricted Stock Units (Class A Shares) of the Issuer.

(2) A total of 18,639 Restricted Stock Units (Class A Shares) granted in 2010 vested on March 4, 2011. The Reporting Person elected to have a total of 8,603 Class A Shares withheld by the Issuer to satisfy tax withholding requirements.

All 23,270 Restricted Stock Units (Class A Shares) of the Issuer awarded on March 7, 2011 will vest on the third anniversary of issuance, subject to accelerated vesting in 2012 and/or 2013 if the Issuer achieves specified financial performance targets in 2011 and 2012, subject to the Reporting Person's continued employment.

(4) Stock Options (previously granted on April 10, 2002) expire 10 years from the grant date.

(5) Canadian dollars.

(6) Stock Appreciation Rights ("SARs") granted April 28, 2006, fully vested on April 28, 2008. These SARs may be settled in cash or stock, at the discretion of the Issuer.

SARs granted February 12, 2009, vested 33% on the first anniversary of the grant date, 33% vest on the second anniversary of the grant date, and 34% vest on the third anniversary of the grant date, and all expire on February 12, 2014. These SARs may be settled in cash or stock, at the discretion of the Issuer.

(8) Extraordinary Equity Value Appreciation Restricted Stock Awards ("EVARs") under the Issuer's EVARs program (previously disclosed by the Issuer on Form 8-K dated January 26, 2011) represent the right to receive Restricted Stock Units on a one-to-one basis upon the Issuer's achievement of stock price targets equal to \$20.00 (15,000 EVARs), \$22.75 (15,000 EVARs) and \$26.25 (15,000 EVARs), as described in greater detail in the EVAR Letter Agreement.

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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