

PORTER CHARLES K

Form 4

March 03, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PORTER CHARLES K

(Last) (First) (Middle)

C/O MDC PARTNERS INC., 950
THIRD AVENUE, 5TH FLOOR

(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)

02/28/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Strategist

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Class A Subordinate Voting Shares ⁽¹⁾					109,455	D	
Class A Subordinate Voting Shares ⁽¹⁾					8,431	I	Owned by children
Financial Performance-Based Restricted Stock (Class A Shares ⁽²⁾)	02/28/2006		A	25,000	A \$ 0 142,886	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)

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 Appreciation Rights <u>(3)</u>	\$ 10 <u>(4)</u>					07/31/2004	07/31/2007	Class A Subordinate Voting Shares	250,000
Stock Appreciation Rights <u>(3)</u>	\$ 12					02/24/2005	02/24/2005	Class A Subordinate Voting Shares	100,000
Stock Options <u>(5)</u>	\$ 13.25					01/12/2002	01/12/2011	Class A Subordinate Voting Shares	1,700,000
Stock Options <u>(5)</u>	\$ 13.25					08/15/2002	08/15/2011	Class A Subordinate Voting Shares	1,010,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PORTER CHARLES K C/O MDC PARTNERS INC. 950 THIRD AVENUE, 5TH FLOOR NEW YORK, NY 10022			Chief Strategist	

Signatures

Charles K.
Porter

03/03/2006

__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) A portion of the Class A Subordinate Voting Shares were acquired by Mr. Porter prior to his becoming a reporting person of the Issuer (previously reported on a Form 3 filed with the SEC on March 29, 2004). A portion of such Shares were acquired on August 5, 2005 and August 12, 2005 (previously reported on Forms 4 filed with the SEC on August 11, 2005 and August 15, 2005).

(2) A portion of the Financial Performance-Based Restricted Stock (Class A Shares) of the Issuer may vest in each of 2007, 2008 and / or 2009 if the Issuer achieves specified financial performance targets in 2006 - 2008, and is dependent on continued employment. Such financial targets are set forth in a "Financial Performance-Based Restricted Stock 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.

(3) Stock Appreciation Rights (previously granted on July 31, 2003 or on February 24, 2004) vest 1/3 on each anniversary of the grant date, expire four years from the grant date, and may be settled in cash.

(4) Canadian dollars.

(5) Stock Options (previously granted on January 12, 2001 or on August 15, 2001) vest 1/5 on each of the first two anniversaries of the grant date and 3/5 on the third anniversary of the grant date, expiring ten 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.

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