

ROSENBERG GRAHAM LAWRENCE
Form 4
September 16, 2009

FORM 4

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

OMB APPROVAL

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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 *
ROSENBERG GRAHAM
LAWRENCE

(Last) (First) (Middle)

C/O MDC PARTNERS INC., 45
HAZELTON AVENUE

(Street)

TORONTO ONTARIO, 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)
08/31/2009

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)

Managing Director

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Class A Shares | | | | | 19,128 | I | See FN (1) |
| Class A Shares | 08/31/2009 | | A | | \$ 31,911 | D | (2) |
| Class A Shares | 08/31/2009 | | F | | \$ 14,679 | D | (3) |
| Class A Shares | 08/31/2009 | | A | | \$ 172,759 | D | (4) |
| Class A Shares | 08/31/2009 | | F | | \$ 120,198 | D | (5) |

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- (3) The Reporting Person elected to have 14,679 Class A Shares withheld by the Issuer to satisfy tax withholding requirements.
- (4) All 172,759 of the Stock Appreciation Rights ("SARs") granted February 12, 2009 vested as Class A Shares, and were exercised on August 31, 2009 as a result of the Reporting Person ceasing to be employed by the Issuer.
- (5) 104,498 Class A Shares were withheld by the Issuer to satisfy the exercise price applicable to the SARs. The Reporting Person elected to have an additional 15,700 Class A Shares withheld by the Issuer to satisfy tax withholding requirements.
- (6) Canadian dollars.
- (7) 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.

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.