

ROSENBERG GRAHAM LAWRENCE  
Form 4  
September 16, 2009

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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 (A) or (D) Price		
Class A Shares					19,128	I	See FN (1)
Class A Shares	08/31/2009		A		31,911 A \$ 6.03	D	
Class A Shares	08/31/2009		F		14,679 D \$ 6.03	D	
Class A Shares	08/31/2009		A		172,759 A \$ 6.15	D	
Class A Shares	08/31/2009		F		120,198 D \$ 6.15	D	



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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.

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