Kirby Michael JL Form 4 March 12, 2009

## 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

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

**SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

may continue. See Instruction

1(b).

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obligations

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 <u>\*</u> Kirby Michael JL

2. Issuer Name **and** Ticker or Trading Symbol

Issuer

(Last) (First) (Middle)

MDC PARTNERS INC [MDCA]

3. Date of Earliest Transaction (Month/Day/Year)

03/10/2009

(Check all applicable)

10% Owner

5. Relationship of Reporting Person(s) to

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

C/O MDC PARTNERS INC., 45 HAZELTON AVENUE

(Street)

(State)

(Zin)

4. If Amendment, Date Original

Filed (Month/Day/Year)

Officer (give title Delow) Other (specify below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_\_ Director

\_X\_ Form filed by One Reporting Person \_\_\_ Form filed by More than One Reporting

Person

TORONTO, A6 M5R 2E3

(City)

(City)	(State)	(Zip) Tab	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owne					
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities on Acquired (A) or	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or Indirect	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	(I)	Ownership	
			Code V	(A) or Amount (D) Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)	
Class A Shares					13,000 (1)	D		
Class A Shares					381 (2)	I	See FN (2)	

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. Transacti Code (Instr. 8)	5. Number of orDerivative 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. l De Sec (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options	\$ 15.26 (4)					06/08/2004	06/08/2009	Class A Shares	25,000	
SARs (5)	\$ 3.72	03/10/2009		A	10,000	03/10/2010	03/09/2014	Class A Shares	10,000	

### **Reporting Owners**

Reporting Owner Name / Address	Relationships				
• 0	Director	10% Owner	Officer	Other	
Kirby Michael JL C/O MDC PARTNERS INC. 45 HAZELTON AVENUE TORONTO, A6 M5R 2E3	X				

## **Signatures**

/s/ Michael J. L.

Kirby 03/11/2009 Date \*\*Signature of Reporting Person

## **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).
- Includes 8,000 Restricted Stock Units (4,000 previously granted on May 2, 2007, and 4,000 previously granted on April 29, 2008) which (1) will vest 100%, and transfer restrictions will lapse, on the third anniversary of the respective grant dates (each, a "Lapse Date"), contingent upon certain events and the Reporting Person's continued service as a director through each such Lapse Date.
- Held by an Affiliate of the Reporting Person.
- Stock Options (previously granted on June 8, 2004) vest 1/5 on the grant date and 1/5 on each anniversary of the grant date, expiring five years from the grant date.
- (4) Canadian dollars.
- (5) 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%

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(3,400 Class A Shares) on the third anniversary of the Grant Date, and expire five (5) 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. 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.