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NADAL N Form 4 April 04, 2												
FOR	МД								-	PPROVAL		
-	UNITE) STATES		JRITIES ashingto				COMMISSION	OMB Number:	3235-0287		
	this box								Expires:	January 31,		
if no longer subject to STATEMENT OF CHAR				NGES IN BENEFICIAL OWNER				NERSHIP OF	Estimated a	2005 average		
Section 16.				SECU	SECURITIES					burden hours per		
Form 4									response			
Form : obliga	rieu p							ge Act of 1934,				
-	ontinue. Section 17			•	•	-	•	f 1935 or Sectio	n			
	struction	30(h)	of the	Investmen	nt Compa	ny A	ct of 19	40				
1(b).												
(Print or Typ	e Responses)											
1. Name and	d Address of Reportin	g Person *	2 Icc	uar Noma a	nd Ticker o	r Trad	lina	5. Relationship of	f Reporting Per	son(s) to		
NADAL I		8 -	Symbo	uer Name and Ticker or Trading				Issuer				
			-	C PARTNERS INC [MDCA]								
(Lost)	(First)	(Middle)				-	011	(Chec	ck all applicable	e)		
(Last)	(First)	(Midule)		of Earliest		1		X Director	_X_ 109	% Owner		
				Aonth/Day/Year) 3/31/2011				XOfficer (give titleOther (specify				
HAZELTON AVENUE			05/51	1/2011				below) below) Chairman, CEO and President				
				4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check				
			Filed(M					Applicable Line) _X_ Form filed by One Reporting Person				
TORONT	O, A6 M5R 2E3								More than One Re			
(City)	(State)	(Zip)	Та	able I - Non	-Derivativo	e Secu	rities Ac	quired, Disposed o	f, or Beneficial	lly Owned		
1.Title of	2. Transaction Date	2A. Deeme	ed	3.	4. Securiti	ies Ac	quired	5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution	Date, if		on(A) or Dis	-		Securities Beneficially	Form: Direct	Indirect		
(Instr. 3)		any (Month/Day/Yea			Code (Instr. 3, 4 and 5)				< >	Beneficial		
		(Month/Da	ly/rear)	(Instr. 8)				Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
						(•)		Reported	()	(
						(A) or		Transaction(s)				
				Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Class A							\$	4,358,468 (1)				
Shares	03/31/2011			Р	10,000	А	16.44	(3)	D			
Shares							(2)	<u></u>				

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			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 (4)	\$ 3.72					02/12/2010	02/12/2014	Class A Shares	2,083,3
Extraordinary Equity Value Appre. Restricted Stock Awards	<u>(5)</u>					<u>(5)</u>	12/31/2013	Restricted Stock Units	900,0

Reporting Owners

Reporting Owner Name / Addres	s	Relationships					
	Director	10% Owner	Officer	Other			
NADAL MILES C/O MDC PARTNERS INC. 45 HAZELTON AVENUE TORONTO, A6 M5R 2E3	Х	Х	Chairman, CEO and President				
Signatures							
/s/ Miles Nadal	04/01/2011						
<u>**</u> 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 ("RSUs").

The share price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from 16.42 to 16.42 inclusive. The reporting person undertakes to provide to MDC Partners Inc., any security holder of MDC Partners Inc. and the secu

- Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (2) to this Form 4.
- (3) Represents open market purchases.
- (4) A total of 2,083,333 Stock Appreciation Rights ("SARs") were granted February 12, 2009, 66% are vested as of the date hereof, 34% vest on the third anniversary of the grant date, and all such SARs expire on February 12, 2014. These SARs may be settled in cash or stock, at

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the discretion of the Issuer.

(5) These Extraordinary Equity Value Appreciation Restricted Stock Awards ("EVARs") granted under the Issuer's EVARs program
 (5) (previously disclosed by the Issuer on Form 8-K dated January 26, 2011) represent the right to receive Restricted Stock Units on a

(5) (provides) discover of the isoter of reduce durating 22, 2017) represent the right to receive restricted over of the off a one-to-one basis upon the Issuer's achievement of stock price targets equal to \$20.00 (300,000 EVARs), \$22.75 (300,000 EVARs) and \$26.25 (300,000 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. 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.