NADAL MILES Form 4 March 10, 2011

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

Form 5 obligations may continue. **SECURITIES**

burden hours per response... 0.5

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 See Instruction 1(b).

(Print or Type Responses)

(Last)

(City)

1. Name and Address of Reporting Person * NADAL MILES

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

MDC PARTNERS INC [MDCA]

(Check all applicable)

C/O MDC PARTNERS INC., 45

(Street)

(State)

(First)

3. Date of Earliest Transaction

(Month/Day/Year) 03/08/2011

__X__ Director X__ 10% Owner X_ Officer (give title __ Other (specify below) Chairman, CEO and President

HAZELTON AVENUE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Zip)

(Middle)

TORONTO, A6 M5R 2E3

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

		Tubic	1 11011 10	ciivative pe	cui itic	.s ricqu	iii cu, Disposcu oi	, or beneficial	y Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3.	4. Securitie			5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)	(Monuil/Day/Tear)	· ·	Code	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			Beneficially	Form: Direct	Beneficial
(IIIsti. 3)		any (Month/Day/Year)	(Instr. 8)	(111511. 3, 4	anu 3)		Owned	(D) or	Ownership
		(World Day Tear)	(111311.0)				Following	Indirect (I)	(Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(11341 1)
Class A Shares			Code	rimount	(D)	Titee	3,971,003 (1)	D	
Restricted Stock Units (Class A Shares)	03/08/2011		A	349,944	A	\$ 0	4,320,947 <u>(1)</u> <u>(2)</u>	D	
Restricted Stock Units (Class A Shares)	03/08/2011		A	27,521	A	\$0	4,348,468 <u>(1)</u> (3)	D	

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	7. Title and A Underlying So (Instr. 3 and 4	ecurities
				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 (5)	<u>(5)</u>					<u>(5)</u>	12/31/2013	Restricted Stock Units	900,00

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
NADAL MILES C/O MDC PARTNERS INC. 45 HAZELTON AVENUE TORONTO, A6 M5R 2E3	X	X	Chairman, CEO and President				

Signatures

/s/ Miles Nadal	03/10/2011		
**Signature of Reporting Person	Date		

Reporting Owners 2

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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").
- These 349,944 RSUs awarded on March 8, 2011 will vest on the third anniversary of issuance, subject to accelerated vesting in 2012 and/or 2013 if the Issuer achieves specified financial performance targets in 2011 and 2012, subject to the Reporting Person's continued employment. This award of RSUs was made in lieu of any cash incentive payment to the Reporting Person (CEO) in respect of 2010. The Reporting Person (CEO) waived his right to any cash incentive payment notwithstanding that 2010 performance targets were achieved.
- (3) These 27,521 RSUs will vest on the third anniversary of issuance, subject to accelerated vesting in 2012 and/or 2013 if the Issuer achieves specified financial performance targets in 2011 and 2012, subject to the Reporting Person's continued employment.
- 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 (4) 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 the discretion of the Issuer.
- These Extraordinary Equity Value Appreciation Restricted Stock Awards ("EVARs") granted under the Issuer's EVARs program (previously disclosed by the Issuer on Form 8-K dated January 26, 2011) represent the right to receive Restricted Stock Units on 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.