

DAVIDSON THOMAS N
Form 4
November 20, 2009

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
DAVIDSON THOMAS N

2. Issuer Name and Ticker or Trading Symbol
MDC PARTNERS INC [MDCA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
7 SUNRISE CAY DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/20/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

KEY LARGO, FL 33037

(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)

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)
				(A) or (D)	Price		
Class A Shares					149,899 ⁽¹⁾	D	
Class A Shares					10,000	I	Held by spouse in trust
Class A Shares	11/20/2009		P	2,000 A	\$ 8.55	151,899 ⁽¹⁾	D

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

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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. Transaction Code (Instr. 8)	5. Number of Derivative 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. Price of Derivative Security (Instr. 5)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						V	(A)	(D)		
Stock Options (2)	\$ 8.95					04/28/2006	04/28/2016	Class A Shares	25,000	
SARs (3)	\$ 3.72					03/10/2010	03/10/2014	Class A Shares	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIDSON THOMAS N 7 SUNRISE CAY DRIVE KEY LARGO, FL 33037	X			

Signatures

Thomas N.
Davidson
11/20/2009

**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 8,000 Class A Shares of Restricted Stock (4,000 previously granted on May 2, 2007, and 4,000 previously granted on April 29, 2008) which will vest 100% on the third anniversary of the respective grant dates (each, a "Vesting Date"), contingent upon the Reporting Person's continued service as a director through each such Vesting Date.
- (2) Stock Options (previously granted on April 28, 2006) vest over five (5) years from the grant date: 20% (5,000 Stock Options) on the first anniversary of the grant date, and additional 20% on each of the next four (4) succeeding anniversaries of the grant date, and expire ten (10) years from the grant date.

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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% (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.

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