

COPELAND CLARE

Form 4

November 16, 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  
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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
COPELAND CLARE

(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)

11/16/2009

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)

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)
Class A Shares				(A) or (D)	5,000	D	
Restricted Stock Units					8,000 <sup>(1)</sup>	D	
Class A Shares	11/16/2009		P	5,000 A	\$ 8.74 10,000	D	

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  
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SEC 1474  
(9-02)

number.

**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. De Se (In
				Code	V	(A)	(D)	
Stock Options (2)	\$ 8.75					07/03/2008	07/03/2017	Class A Shares
Stock OptionsSARs (3)	\$ 3.72					03/10/2010	03/09/2014	Class A Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
COPELAND CLARE C/O MDC PARTNERS INC. 45 HAZELTON AVENUE TORONTO ONTARIO, A6 M5R 2E3	X

## Signatures

/s/ Clare  
Copeland 11/16/2009

\*\*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).

- Includes 4,000 Restricted Stock Units (previously granted on July 3, 2007), and 4,000 Restricted Stock Units (previously granted on April 29, 2008) which will vest 100%, and transfer restrictions will lapse, on the third anniversary of the grant date ("Lapse Date"), contingent upon certain events and the Reporting Person's continued service as a director through the Lapse Date.
- (1) The Stock Options granted on July 3, 2007 (the "Grant Date"), vest over five (5) years from the Grant Date: 20% (5,000 options) on the first anniversary of the Grant Date and an additional 20% on each of the next four (4) succeeding anniversaries of the Grant Date, and

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expire ten (10) years from the Grant Date.

The Stock Appreciation Rights ("SARs") granted on March 10, 2009, vest over three (3) years from the Grant Date: 33% (3,300 Class A (3) 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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