

MDC PARTNERS INC
Form 4
October 11, 2013

FORM 4

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

OMB APPROVAL

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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 *
Doft David B.

(Last) (First) (Middle)

C/O MDC PARTNERS INC., 745
FIFTH AVENUE

(Street)

NEW YORK, NY 10151

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

MDC PARTNERS INC [MDCA]

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

10/09/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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)
			Code	V	Amount	(D)	Price
Class A Shares					1,000	I	See Footnote (1)
Class A Shares					128,678 (1)	D	
Restricted Stock (Class A Shares)	10/09/2013		M		16,083	A	\$ 0 144,761 (1) (2) D

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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A total of 16,083 shares of Restricted Stock (Class A Shares) of the Issuer were awarded on October 9, 2013, following achievement of the Company's EVAR stock price target (\$26.25 per share) in accordance with the Company's existing EVARs Plan. These shares of Restricted Stock will vest on December 31, 2013, subject to the Reporting Person's continued employment.

- (3) SARs granted February 12, 2009, all of which are vested as of January 20, 2012, and all expire on February 12, 2014. These SARs may be settled in cash or stock, at the discretion of the Issuer.

- (4) 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) represented the right to receive shares of Restricted Stock on a one-to-one basis upon the Issuer's achievement of remaining stock price target equal to \$26.25. All EVARS held by the Reporting Person vested upon achievement of the Company's EVAR stock price target (\$26.25/share).

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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