

FRENCH GUY
Form 4/A
May 11, 2005

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 *
FRENCH GUY

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)
45 HAZELTON AVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/02/2005

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

TORONTO, A6 9999999999

4. If Amendment, Date Original Filed(Month/Day/Year)
05/04/2005

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
Class A Subordinate Voting Shares	05/02/2005		X	800 A	\$ 10.15 (1) 12,286 (2)	D	
Class A Subordinate Voting Shares	05/02/2005		X	800 A	\$ 7.6 (1) 13,086 (2)	D	
Class A Subordinate Voting Shares	05/02/2005		X	800 A	\$ 7.25 (1) 13,886 (2)	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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(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. 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. Amount or Number of Shares
Stock Options	\$ 10.15 ⁽¹⁾	05/02/2005		X	800	03/28/2005 03/27/2006	Class A Subordinate Voting Shares	800
Stock Options	\$ 7.6 ⁽¹⁾	05/02/2005		X	800	04/16/2005 04/15/2007	Class A Subordinate Voting Shares	800
Stock Options	\$ 7.25 ⁽¹⁾	05/02/2005		X	800	05/01/2005 04/30/2008	Class A Subordinate Voting Shares	800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRENCH GUY 45 HAZELTON AVE TORONTO, A6 9999999999		X		

Signatures

Guy French 05/11/2005
 **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) Canadian dollars.
 - (2) Over-reported by 1,000 shares on the originally filed Form 4.
 - (3) This transaction does not involve the sale or purchase of a derivative security, but rather the exercise of stock options. As per instruction 4 of Form 4, this field has been left blank.

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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