

NADAL MILES
Form 4
November 30, 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 *
NADAL MILES

(Last) (First) (Middle)

C/O MDC PARTNERS INC., 45
HAZELTON AVE.

(Street)

TORONTO, 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)

11/29/2005

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)

Chairman & CEO

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 Subordinate Voting Shares | 11/29/2005 | | P | 2,000 | A 6.68 (1) | \$ 1,822,811 | 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) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Stock Appreciation Rights ⁽²⁾ ⁽³⁾ | \$ 5 ⁽¹⁾ | | | | | 01/22/2004 | 01/21/2007 | Class A Subordinate Voting Shares. | 475, |
| Stock Appreciation Rights ⁽²⁾ ⁽⁴⁾ | \$ 9.71 ⁽¹⁾ | | | | | 07/30/2004 | 07/29/2007 | Class A Subordinate Voting Shares | 338, |
| Stock Options ⁽⁵⁾ | \$ 5.4 ⁽¹⁾ | | | | | 10/09/2002 | 10/08/2007 | Class A Subordinate Voting Shares | 475, |
| Stock Options ⁽⁵⁾ | \$ 7.25 ⁽¹⁾ | | | | | 05/01/2003 | 04/30/2008 | Class A Subordinate Voting Shares | 372, |
| Stock Options ⁽⁵⁾ | \$ 9.5 ⁽¹⁾ | | | | | 06/02/2003 | 06/01/2008 | Class A Subordinate Voting Shares | 28,0 |

Reporting Owners

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

Signatures

Miles Nadal

11/30/2005

**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) Stock Appreciation Rights (SARs") vest 1/3 on each anniversary of the grant date, expiring four years from the grant date. SARs are tied to the performance of the underlying Shares of the Issuer, but may be settled in cash.
- (3) The SARs were granted January 22, 2003.
- (4) The SARs were granted July 30, 2003.
- (5) Stock Options vest 1/5 on grant and 1/5 on each anniversary of the grant date, expiring five 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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