

NADAL MILES
Form 4/A
August 28, 2006

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)
11/14/2002

4. If Amendment, Date Original Filed(Month/Day/Year)
03/30/2004

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and 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 Indirect Beneficial Ownership (Instr. 4)
Class A Subordinate Voting Shares ⁽¹⁾					1,882,311	D	
Financial Performance-Based Restricted Stock Units ⁽²⁾					300,000	I	See footnote. ⁽³⁾
Class A Subordinate Voting Shares	08/24/2006		P	1,100 A	\$ 8.08 2,183,411	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)

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 ⁽⁵⁾	\$ 5 ⁽⁴⁾					01/22/2004	01/22/2007	Class A Subordinate Voting Shares	475,000
Stock Appreciation Rights ⁽⁵⁾	\$ 9.71 ⁽⁴⁾					07/30/2004	07/30/2007	Class A Subordinate Voting Shares	338,200
Stock Options ^{(6) (7)}	\$ 8.02 ⁽⁴⁾					11/14/2002	11/14/2007	Class A Subordinate Voting Shares	475,000
Stock Options ^{(6) (8)}	\$ 10.66 ⁽⁴⁾					06/11/2003	06/11/2008	Class A Subordinate Voting Shares	382,000
Stock Options ^{(6) (9)}	\$ 10.3 ⁽⁴⁾					06/25/2003	06/25/2008	Class A Subordinate Voting Shares	28,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X	X	Chairman and CEO	

NADAL MILES
C/O MDC PARTNERS INC.
45 HAZELTON AVE.
TORONTO, A6 M5R 2E3

Signatures

Miles S. Nadal

08/28/2006

**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) This Amended Form 4 amends certain information relating to the securities of the Issuer contained in Reports previously filed with the SEC, including: the Form 3 filed March 30, 2004, and Forms 4 filed May 5, 2004, January 3, 2005, January 6, 2005, August 23, 2005, August 24, 2005, September 6, 2005, September 9, 2005, November 29, 2005, November 30, 2005, December 2, 2005, February 28, 2006, March 16, 2006, and May 16, 2006. Additional amended information is reflected in footnotes 6, 7, 8, and 9 hereto.

(2) A portion of the Financial Performance-Based Restricted Stock Units of the Issuer may vest in each of 2007, 2008 and / or 2009 if the Issuer achieves specified financial performance targets in 2006 - 2008, and is dependent on continued employment. Such financial targets are set forth in a "Financial Performance-Based Restricted Stock Unit Agreement", a form of which was filed by the Issuer as an exhibit to a Form 8-K filed with the SEC on March 2, 2006.

(3) Held by an Affiliate under a Management Services Agreement.

(4) Canadian dollars.

(5) Stock Appreciation Rights (previously granted on January 22, 2003 and July 30, 2003) vest 1/3 on each anniversary of the grant date, expire four years from the grant date, and may settle in cash or in stock at the option of the Issuer.

(6) Stock Options (previously granted as of the amended grant dates shown) vest 1/5 upon grant and 1/5 on each anniversary of the grant date, expiring 5 years from the grant date.

(7) This grant of 475,000 Stock Options was previously reported as having a grant date of October 9, 2002, an exercise price of \$5.40 Canadian per Share, and an expiration date of October 9, 2007. The amended grant date for the Stock Options is November 14, 2002; the amended exercise price is \$8.02 Canadian per Share; the amended expiration date is November 14, 2007.

(8) This grant of 382,000 Stock Options was previously reported as having a grant date of May 1, 2003, an exercise price of \$7.25 Canadian per Share, and an expiration date of May 1, 2007. The amended grant date for the Stock Options is June 11, 2003; the amended exercise price is \$10.66 Canadian per Share; the amended expiration date is June 11, 2008.

(9) This grant of 28,000 Stock Options was previously reported as having a grant date of June 2, 2003, an exercise price of \$9.50 Canadian per Share, and an expiration date of June 2, 2005. The amended grant date is June 25, 2003; the amended exercise price is \$10.30 Canadian per Share; the amended expiration date is June 25, 2008.

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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