

MCDONALDS CORP

Form 4

May 27, 2016

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCKENNA ANDREW J

(Last) (First) (Middle)

C/O SCHWARZ SUPPLY
SOURCE, 8338 AUSTIN AVENUE

(Street)

MORTON GROVE, IL 60053

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
MCDONALDS CORP [MCD]

3. Date of Earliest Transaction
(Month/Day/Year)
05/26/2016

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 ____ Other (specify
below) below)
Chairman Emeritus

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/26/2016		M		10,000	A	\$ 0 (1)
Common Stock	05/26/2016		M		10,000	A	\$ 0 (1)
Common Stock	05/26/2016		M		15,000	A	\$ 0 (1)
Common Stock	05/26/2016		M		17,000	A	\$ 0 (1)
Common Stock	05/26/2016		M		14,222	A	\$ 0 (1)

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Common Stock	05/26/2016	M	14,388	A	<u>\$ 0</u> (1)	129,378	D	
Common Stock	05/26/2016	M	12,453	A	<u>\$ 0</u> (1)	141,831	D	
Common Stock	05/26/2016	M	10,434	A	<u>\$ 0</u> (1)	152,265	D	
Common Stock	05/26/2016	M	9,474	A	<u>\$ 0</u> (1)	161,739	D	
Common Stock	05/26/2016	M	8,637	A	<u>\$ 0</u> (1)	170,376	D	
Common Stock	05/26/2016	M	8,465	A	<u>\$ 0</u> (1)	178,841	D	
Common Stock						640	I	By wife <u>(2)</u>

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 or Number of Shares
Restricted Stock Units	<u>(1)</u>	05/26/2016		M	10,000	<u>(3)</u> <u>(3)</u>	Common Stock 10,000
Restricted Stock Units	<u>(1)</u>	05/26/2016		M	10,000	<u>(3)</u> <u>(3)</u>	Common Stock 10,000
Restricted Stock Units	<u>(1)</u>	05/26/2016		M	15,000	<u>(3)</u> <u>(3)</u>	Common Stock 15,000
Restricted Stock Units	<u>(1)</u>	05/26/2016		M	17,000	<u>(3)</u> <u>(3)</u>	Common Stock 17,000

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Restricted Stock Units	(1)	05/26/2016	M	14,222	(3)	(3)	Common Stock	14,222
Restricted Stock Units	(1)	05/26/2016	M	14,388	(3)	(3)	Common Stock	14,388
Restricted Stock Units	(1)	05/26/2016	M	12,453	(3)	(3)	Common Stock	12,453
Restricted Stock Units	(1)	05/26/2016	M	10,434	(3)	(3)	Common Stock	10,434
Restricted Stock Units	(1)	05/26/2016	M	9,474	(3)	(3)	Common Stock	9,474
Restricted Stock Units	(1)	05/26/2016	M	8,637	(3)	(3)	Common Stock	8,637
Restricted Stock Units	(1)	05/26/2016	M	8,465	(3)	(3)	Common Stock	8,465
Phantom Stock	(4)				(5)	(5)	Common Stock	117,914.95

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCKENNA ANDREW J C/O SCHWARZ SUPPLY SOURCE 8338 AUSTIN AVENUE MORTON GROVE, IL 60053				Chairman Emeritus

Signatures

/s/ Jeffrey J. Pochowicz,
Attorney-in-fact

05/27/2016

__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) Each restricted stock unit ("RSU") represents a right to acquire one share of McDonald's Corporation common stock.

(2) Beneficial ownership disclaimed.

(3)

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The RSUs were scheduled to vest in full on the date that is (i) one year from the grant date, or (ii) Mr. McKenna's retirement date, whichever occurred later. The grants were made between 2004 and 2014. Mr. McKenna retired as the Non-Executive Chairman of the Board and a Director, effective May 26, 2016, and the Board of Directors elected him Chairman Emeritus, effective the same date.

- (4) Each share of phantom stock represents a right to receive the cash value of one share of McDonald's Corporation common stock.
- (5) Shares of phantom stock are payable in cash following the reporting person's separation from service with McDonald's.

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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