ROGERS JOHN W JR

Form 4

January 03, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

See Instruction 1(b).

Stock

(Print or Type Responses)

1. Name and A ROGERS JO	Person *	2. Issuer Name and Ticker or Trading Symbol MCDONALDS CORP [MCD]				g	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle) ARIEL INVESTMENTS, 200 EAST RANDOLPH DRIVE, SUITE 2900			3. Date of Earliest Transaction (Month/Day/Year) 12/31/2018					_X_ Director	Officer (give title Other (specify		
		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
CHICAGO,	IL 60601							Form filed by Person	More than One Ro	eporting	
(City)	(State)	(Zip)	Table	I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	any		med n Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) Indirect (I) (Instr. 4) 7. Nature of Reneficial Ownership (Instr. 4)		
Common Stock						,		87,500	D		
Common								100	I	By	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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daughter (1)

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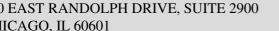
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Code	5. Number of orDerivative 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. Pr Deri Secu (Inst
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(2)</u>	12/31/2018	A(3)	985.53	<u>(4)</u>	<u>(4)</u>	Common Stock	985.53	\$ 17

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

ROGERS JOHN W JR ARIEL INVESTMENTS 200 EAST RANDOLPH DRIVE, SUITE 2900 CHICAGO, IL 60601



Signatures

/s/ Christopher Weber, 01/03/2019 Attorney-in-fact

**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).

X

- Beneficial ownership disclaimed. **(1)**
- Each share of phantom stock is the economic equivalent of one share of McDonald's Corporation common stock and shall be settled in **(2)** cash, pursuant to the Directors' Deferred Compensation Plan (the "Plan").
- Acquisition of phantom stock pursuant to the Plan in transaction exempt under Rule 16b-3(d)(1). Amount represents deferred (3)compensation.
- Payment of phantom stock may be deferred until the earlier of (a) April of the year following the Director's retirement date or other termination from the Board; or (b) a specific future date pursuant to an election.
- (5) Includes shares acquired through dividend reinvestment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2