

MCDONALDS CORP  
Form 4  
May 27, 2016

**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 \*  
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 below)  Other (specify below)  
Chairman Emeritus

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 05/26/2016                           |  | M                              |   | 10,000  | A  | \$ 0<br>(1)                       |
| Common Stock                    | 05/26/2016                           |  | M                              |   | 10,000  | A  | \$ 0<br>(1)                       |
| Common Stock                    | 05/26/2016                           |  | M                              |   | 15,000  | A  | \$ 0<br>(1)                       |
| Common Stock                    | 05/26/2016                           |  | M                              |   | 17,000  | A  | \$ 0<br>(1)                       |
| Common Stock                    | 05/26/2016                           |  | M                              |   | 14,222  | A  | \$ 0<br>(1)                       |

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

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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | 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                     |

|                        |     |            |   |        |     |     |              |            |
|------------------------|-----|------------|---|--------|-----|-----|--------------|------------|
| 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<br>C/O SCHWARZ SUPPLY SOURCE<br>8338 AUSTIN AVENUE<br>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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