

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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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 (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 ⁽²⁾

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 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 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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