Krulewitch Jerome N
Form 4
February 15, 2019

FORM 4
Check this box
if no longer
subject to
Section 16. Form Form 5 obligations may continue. See Instruction 1(b).

OMB APPROVAL
OMB Number:
Expires: January 31,
Estimated average burden hours per response...
0.5
(Print or Type Responses)

1. Name and Address of Reporting Person *

Krulewitch Jerome N
(Last) (First) (Middle)

MCDONALD'S
CORPORATION, 110 NORTH
CARPENTER STREET
(Street)
2. Issuer Name and Ticker or Trading
Symbol
MCDONALDS CORP [MCD]
3. Date of Earliest Transaction (Month/Day/Year)
02/13/2019
5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
$\overline{\text { below) }}_{\text {X__ }}^{\text {Director }}$ Officer (give title $\frac{10 \% \text { Owner }}{\text { below) }}$ Other (specify

EVP, Gen Counsel and Secretary
6. Individual or Joint/Group Filing(Check

Applicable Line)
_X_Form filed by One Reporting Person Form filed by More than One Reporting Person

CHICAGO, IL 60607

| 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check |
| :--- | :--- |
| Filed(Month/Day/Year) | Applicable Line) <br>  <br>  <br>  <br>  <br>  <br> P_Form filed by One Reporting Person |


| (City) | (State) | p) 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. <br> Transac Code (Instr. 8) <br> Code | 4. Secur ation(A) or D (Instr. 3, <br> 8) <br> V Amount | ities A spose 4 and <br> (A) or (D) | quired of (D) 5) <br> Price | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. <br> Ownership <br> Form: Direct <br> (D) or <br> Indirect (I) <br> (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | 02/13/2019 |  | M | $\begin{aligned} & 3,213 \\ & \text { (1) } \end{aligned}$ |  | \$ $0 \underline{(2)}$ | 3,213 | D |  |
| Common Stock | 02/13/2019 |  | F | 956 | D | $\begin{aligned} & \$ \\ & 174.15 \end{aligned}$ | 2,257 | D |  |
| Common Stock |  |  |  |  |  |  | 2,784.27 (3) | I | Profit Sharing Plan |

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)


## Reporting Owners

Reporting Owner Name / Address

## Relationships

Director $10 \%$ Owner Officer Other
Krulewitch Jerome N
MCDONALD'S CORPORATION
110 NORTH CARPENTER STREET
EVP, Gen Counsel and Secretary
CHICAGO, IL 60607

## Signatures

/s/ Christopher Weber, 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. $78 \mathrm{ff}(\mathrm{a})$.
(1) As a result of the Company's performance against the pre-approved financial targets, the reporting person vested in $150 \%$ of the original grant of 2,142 performance-based restricted stock units ("RSUs").
(2) Each RSU represents a right to acquire one share of McDonald's Corporation common stock.


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(3) Includes shares acquired through dividend reinvestment.
(4) Options become exercisable in $25 \%$ increments on the first, second, third and fourth anniversary dates of the grant.

Represents the target number of RSUs granted, subject to performance-based vesting conditions linked to diluted earnings per share ("EPS") growth and return on incremental invested capital ("ROIIC") for the period of January 1, 2019 through December 31, 2021 (the
(5) "Performance Period"). If McDonald's Corporation satisfies both the EPS and ROIIC thresholds, then the number of RSUs that vest may be increased or decreased based upon the McDonald's Corporation total shareholder return relative to the S\&P 500 Index over the Performance Period. The number of RSUs earned will range from $0 \%$ to $200 \%$ of the target number of RSUs granted.
(6) Each share of phantom stock represents a right to receive the cash value of one share of McDonald's Corporation common stock.
(7) 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.
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.

