

KOZIOL KENNETH M
 Form 3
 February 06, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â KOZIOL KENNETH M		(Month/Day/Year)	MCDONALDS CORP [MCD]	
(Last)	(First)	(Middle)	02/01/2013	
MCDONALD'S CORPORATION,Â 2915 JORIE BOULEVARD			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)	(Check all applicable)			
	<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner		
	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other	6. Individual or Joint/Group Filing(Check Applicable Line)	
	(give title below) (specify below)		<input checked="" type="checkbox"/> Form filed by One Reporting Person	
	Corp Exec VP Chf Restr Officer		<input type="checkbox"/> Form filed by More than One Reporting Person	
OAK BROOK,Â ILÂ 60523				
(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	8	D	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Options (Right to Buy)	Â (1)	02/16/2014	Common Stock	12,500	\$ 26.63	D	Â
Options (Right to Buy)	Â (1)	05/20/2014	Common Stock	12,500	\$ 25.31	D	Â
Options (Right to Buy)	Â (1)	02/16/2015	Common Stock	14,812	\$ 32.6	D	Â
Options (Right to Buy)	Â (1)	02/14/2016	Common Stock	11,542	\$ 36.37	D	Â
Options (Right to Buy)	Â (1)	02/14/2017	Common Stock	7,995	\$ 45.02	D	Â
Options (Right to Buy)	Â (1)	02/13/2018	Common Stock	11,123	\$ 56.64	D	Â
Options (Right to Buy)	Â (1)	02/11/2019	Common Stock	12,875	\$ 57.08	D	Â
Options (Right to Buy)	Â (1)	02/10/2020	Common Stock	11,617	\$ 63.25	D	Â
Options (Right to Buy)	Â (1)	02/09/2021	Common Stock	9,680	\$ 75.93	D	Â
Options (Right to Buy)	Â (1)	02/08/2022	Common Stock	11,370	\$ 100.05	D	Â
Restricted Stock Units	02/10/2013	02/10/2013	Common Stock	1,661	\$ (2)	D	Â
Restricted Stock Units	02/09/2014	02/09/2014	Common Stock	1,383	\$ (2)	D	Â
Restricted Stock Units	02/08/2015	02/08/2015	Common Stock	975	\$ (2)	D	Â
Phantom Stock	Â (3)	Â (3)	Common Stock	13,466.13	\$ (4)	I	Non-Qualified Benefit Plan

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOZIOL KENNETH M MCDONALD'S CORPORATION 2915 JORIE BOULEVARD OAK BROOK, IL 60523	Â	Â	Â Corp Exec VP Chf Restr Officer	Â

Signatures

/s/ Kenneth M.
Koziol

02/01/2013

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Options become exercisable on the first, second, third and fourth anniversary dates of the grant.

Each restricted stock unit (RSU) represents a right to acquire one share of McDonald's Corporation common stock. Upon vesting, payout under the RSUs will be in the form of shares or, at the discretion of the Compensation Committee of the Board of Directors, the cash value thereof. No dividend, voting or other shareholder rights attach to the RSUs until they vest and only if the payout upon vesting is in shares of common stock.

(3) Shares of phantom stock are payable in cash following the reporting person's separation from service with McDonald's.

(4) Each share of phantom stock represents the right to receive the cash value of one share of McDonald's Corporation common stock.

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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