

MCDONALDS CORP

Form 4

September 16, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Stratton Jeffrey P

(Last) (First) (Middle)

MCDONALD'S
CORPORATION, 2915 JORIE
BOULEVARD

(Street)

OAK BROOK, IL 60523

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
MCDONALDS CORP [MCD]

3. Date of Earliest Transaction
(Month/Day/Year)
09/12/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
President, McDonald's USA

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/23/2014		G	255 D	\$ 0 7,140	D	
Common Stock	04/23/2014		G	4 D	\$ 0 7,136	D	
Common Stock	09/12/2014		S	7,136 D	\$ 93.8281 0	D	
Common Stock	09/12/2014		S	425 D	\$ 93.81 0	I	By Wife
	09/12/2014		M	23,173 A	\$ 56.64 23,173	D	

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Common
Stock

Common Stock 09/12/2014 S 23,173 D \$ 92.971 ₍₂₎ 0 D

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
Options (Right to Buy)	\$ 56.64	09/12/2014		M		23,173		<u>(3)</u>	02/13/2018	Common Stock	23,173
Phantom Stock	<u>(4)</u>							<u>(5)</u>	<u>(5)</u>	Common Stock	18,536.04

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Stratton Jeffrey P MCDONALD'S CORPORATION 2915 JORIE BOULEVARD OAK BROOK, IL 60523	President, McDonald's USA

Signatures

/s/ Christopher Weber,
Attorney-in-fact 09/16/2014

 **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).

This transaction was executed in multiple trades at prices ranging from \$93.81 to \$93.835 per share. The price reported represents the

- (1) weighted average sales price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.

This transaction was executed in multiple trades at prices ranging from \$92.95 to \$93.01 per share. The price reported represents the

- (2) weighted average sales price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.

- (3) Options become exercisable in 25% increments on the first, second, third and fourth anniversary dates of the grant.

- (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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