## Edgar Filing: SANTONA GLORIA - Form 4

Form 4								
February 10, 2012 FORM 4 Check this box	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						PROVAL 3235-0287 January 31,	
if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> 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					Expires: Estimated a burden hou response		
1. Name and Address SANTONA GLO	of Reporting Pe	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol MCDONALDS CORP [MCD]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (F MCDONALD'S CORPORATION BOULEVARD	, ,	(Month/Da 02/08/20	3. Date of Earliest Transaction (Month/Day/Year) 02/08/2012			Director 10% Owner XOfficer (give titleOther (specify below) below) Corp Exec VP, Gen Coun, Secy		
	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year) BROOK, IL 60523			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
		<sup>ip)</sup> Table	e I - Non-Derivative S	ecurities Aco	Person quired, Disposed of	f, or Beneficial	ly Owned	
	-	Execution Date, if any	3. 4. Securit TransactionAcquired Code Disposed (Instr. 8) (Instr. 3, 4) Code V Amount	(A) or of (D)	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				(2) 11100	70,963	D		

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)

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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. Transacti Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Options (Right to Buy)	\$ 100.05	02/08/2012		А	30,085	<u>(1)</u>	02/08/2022	Common Stock	30,0
Restricted Stock Units	(2)	02/08/2012		А	2,579	02/08/2015 <u>(3)</u>	02/08/2015	Common Stock	2,57

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
I O O O O O O O O O O	Director	10% Owner	Officer	Other		
SANTONA GLORIA MCDONALD'S CORPORATION 2915 JORIE BOULEVARD OAK BROOK, IL 60523			Corp Exec VP, Gen Coun, Secy			
Signatures						
/s/ Christopher Weber, Attorney-in-fact	02/10/20	12				
**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) Options become exercisable in 25% increments 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

- (2) under the RSUs will be in the form of shares of, at the discretion of the Compensation Committee of the Board of Directors, the easi 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) Contain performance vesting condition based on diluted earnings per share growth during the performance period.

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.