Edgar Filing: MCDONALDS CORP - Form 4

| MCDONALD | S CORP | | | | | | | | | |
|--|--|--|---|--|--|--|--|--|---|--|
| Form 4 | | | | | | | | | | |
| January 03, 20 | 13 | | | | | | | | | |
| FORM | Δ | | | | | | | | PPROVAL | |
| | FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | 3235-0287 | |
| Check this if no longer subject to Section 16. Form 4 or Form 5 | STATEM | | | | | | | | | |
| obligations may continu <i>See</i> Instruct 1(b). | ue. Section 17(| (a) of the l | Public U | tility Hol | ding Co | | nge Act of 1934, of 1935 or Section 940 | on | | |
| (Print or Type Res | sponses) | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> ARNOLD SUSAN E | | | Symbol | er Name an | | c | 5. Relationship of Reporting Person(s) to Issuer | | | |
| | | MCDC | NALDS | CORP | MCD | (Check all applicable) | | | | |
| (Last) (First) (Middle) 9072 RIDGEWAY CLOSE | | | 3. Date of Earliest Transaction (Month/Day/Year) 12/31/2012 | | | X_ Director 10% Owner Officer (give title Other (specify below) below) | | | | |
| | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | | | | |
| CINCINNAT | I, OH 45236 | | | | | | Person | More than One K | eporung | |
| (City) | (State) | (Zip) | Tab | ole I - Non- | Derivative | Securities A | Acquired, Disposed | of, or Beneficia | lly Owned | |
| | Transaction Date Ionth/Day/Year) | 2A. Deema Execution any (Month/Da | Date, if | Code (Instr. 8) | 4. Securit onAcquired Disposed (Instr. 3, - | (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) | |
| Reminder: Report | t on a separate line | e for each cl | ass of sec | urities bene | - | - | - | | | |
| | | | | | inforr requi | nation con red to resp ays a curre | spond to the colle tained in this form ond unless the fo ntly valid OMB co | n are not rm | SEC 1474 (9-02) | |

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

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and | 7. Title and Amount of |
|-------------|-------------|---------------------|--------------------|-------------|-----------------|-------------------------|------------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transaction | orDerivative | Expiration Date | Underlying Securities |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Acquired (A) or | | |

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| | Derivative Security | | | | Disposed of (D) (Instr. 3, 4, and 5) | | | | | |
|------------------|------------------------|------------|--------------|---|---|-----|---------------------|--------------------|-----------------|----------------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Stock | <u>(1)</u> | 12/31/2012 | A <u>(2)</u> | | 1,587.122 | | (3) | (3) | Common Stock | 1,587.122 |

Reporting Owners

| Reporting Owner Name / Address | | Relationsh | ips | | | |
|---|----------|------------|---------|-------|--|--|
| 1 8 | Director | 10% Owner | Officer | Other | | |
| ARNOLD SUSAN E 9072 RIDGEWAY CLOSE CINCINNATI, OH 45236 | Х | | | | | |
| Signatures | | | | | | |
| /s/ Christopher Weber, Attorney-in-fact | | 01/03/20 | 013 | | | |
| <u>**</u> Signature of Reporting Person | | Date | | | | |
| Explanation of Responses: | | | | | | |

xplanation 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). **
- Each share of phantom stock is the economic equivalent of one share of common stock and shall be settled in cash, pursuant to the (1) Directors' Deferred Compensation Plan (the "Plan").
- Acquisition of phantom stock pursuant to the Plan in transaction exempt under Rule 16b-3(d)(1). Amount represents deferred (2)compensation.
- Payment of phantom stock may be deferred until the earlier of the director's retirement date or other termination from the Board or a (3) specific future date pursuant to an election.
- (4) Includes shares acquired through dividend reinvestment.

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.