Krulewitch Jerome N Form 4 February 21, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Number:

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obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Krulewitch Jerome N

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

MCDONALDS CORP [MCD]

(Check all applicable)

(First) (Middle) (Last)

(Street)

(State)

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

Director 10% Owner X_ Officer (give title Other (specify

MCDONALD'S CORPORATION, 2915 JORIE 02/19/2018

below) EVP, Gen Counsel and Secretary

BOULEVARD

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

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

OAK BROOK, IL 60523

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

1,238 (1)

Common Stock

Common

Stock

(City)

Ι

 $2,715.54 \frac{(2)}{}$ Sharing Plan

D

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

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SEC 1474 (9-02)

Profit

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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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year			Amount Securition 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Options (Right to Buy)	\$ 157.79	02/19/2018		A	31,513	<u>(3)</u>	02/19/2028	Common Stock	31,
Restricted Stock Units	<u>(4)</u>	02/19/2018		A	4,734 (5)	02/19/2021(5)	02/19/2021	Common Stock	4,7
Phantom Stock	<u>(6)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock	8,17

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Krulewitch Jerome N MCDONALD'S CORPORATION 2915 JORIE BOULEVARD OAK BROOK, IL 60523

EVP, Gen Counsel and Secretary

Signatures

/s/ Christopher Weber, Attorney-in-fact

02/21/2018

**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) Holdings were inadvertently omitted from the reporting person's Form 3.
- (2) Includes shares acquired through dividend reinvestment.
- (3) 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,
- (4) 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.
- (5) 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, 2018 through December 31, 2020 (the

Reporting Owners 2

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"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.