#### Edgar Filing: MCDONALDS CORP - Form 4

| MCDONALI   | OS CORP           |              |   |                    |  |                 |   |                     |                                    |  |        |                                |  |  |  |   |  |  |  |  |
|--|-------------------|--------------|---|--------------------|--|-----------------|---|---------------------|------------------------------------|--|--------|--------------------------------|--|--|--|---|--|--|--|--|
| Form 4   | 7                 |              |   |                    |  |                 |   |                     |                                    |  |        |                                |  |  |  |   |  |  |  |  |
| April 03, 200  |                   |              |   |                    |  |                 |   |                     | PPROVAL                            |  |        |                                |  |  |  |   |  |  |  |  |
| FORM   | 4 UNITE           | D STATES     | SECUR   | ITIES AI           | ND EXC   | HANGE           | COMMISSION  |                     | FFNOVAL                            |  |        |                                |  |  |  |   |  |  |  |  |
| <b>CUNIVI 4</b> UNITED STATES SECURITIES AND EXCHANGE COMP<br>Washington, D.C. 20549 |                   |              |   |                    |  |                 | Number:   | 3235-0287           |                                    |  |        |                                |  |  |  |   |  |  |  |  |
| Check this   |                   |              | 0 /   | Expires:           | January 31,  |                 |   |                     |                                    |  |        |                                |  |  |  |   |  |  |  |  |
| if no longe<br>subject to  | er STAT           | EMENT O      | F CHAN  | GES IN F           | Estimated a  | 2005<br>average |   |                     |                                    |  |        |                                |  |  |  |   |  |  |  |  |
| Section 16   | Section 16. SECUE |              |   |                    | TIES   |                 | burden hou  | 0                   |                                    |  |        |                                |  |  |  |   |  |  |  |  |
| Form 4 or<br>Form 5  |                   |              | <b>a</b>  |                    | a  | <b>F</b> 1      |   | response            | 0.5                                |  |        |                                |  |  |  |   |  |  |  |  |
| obligation   | c                 | •            |   |                    |  |                 | ige Act of 1934,  |                     |                                    |  |        |                                |  |  |  |   |  |  |  |  |
| may conti  | nue. Section      |              | of the Inv  | •                  | •  | • •             | of 1935 or Sectio   | )[]                 |                                    |  |        |                                |  |  |  |   |  |  |  |  |
| See Instru-<br>1(b).   | ction             | 50(11)       | of the my   | vestillent v       | company  |                 | 740   |                     |                                    |  |        |                                |  |  |  |   |  |  |  |  |
| 1(0)   |                   |              |   |                    |  |                 |   |                     |                                    |  |        |                                |  |  |  |   |  |  |  |  |
| (Print or Type R   | esponses)         |              |   |                    |  |                 |   |                     |                                    |  |        |                                |  |  |  |   |  |  |  |  |
| 1. Name and Ac   | ddress of Report  | ing Person * | 2 Issuer  | Name and '         | Ticker or T  | Trading         | 5. Relationship o   | f Reporting Per     | son(s) to                          |  |        |                                |  |  |  |   |  |  |  |  |
| MCKENNA ANDREW J   |                   |              | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol |                    |  |                 | Issuer  |                     |                                    |  |        |                                |  |  |  |   |  |  |  |  |
|  |                   |              | -   | JALDS C            | ORP [M   | CD]             |   |                     |                                    |  |        |                                |  |  |  |   |  |  |  |  |
| (Last)   | (First)           | (Middle)     | 3. Date of Earliest Transaction                       |                    |  |                 | (Check all applicable)  |                     |                                    |  |        |                                |  |  |  |   |  |  |  |  |
| C/O SCHWARZ PAPER<br>COMPANY, 8338 AUSTIN  |                   |              | (Month/Day/Year)<br>03/30/2007                        |                    |  |                 | X_ Director 10% Owner<br>Officer (give titleX_ Other (specify<br>below) below)<br>Non-Exec Chairman of the Bd |                     |                                    |  |        |                                |  |  |  |   |  |  |  |  |
|  |                   |              |   |                    |  |                 |   |                     |                                    |  | AVENUE |                                |  |  |  |   |  |  |  |  |
|  |                   |              |   |                    |  |                 |   |                     |                                    |  |        | 4. If Amendment, Date Original |  |  |  | 6. Individual or Joint/Group Filing(Check |  |  |  |  |
|  | Filed(Mont        | th/Day/Year) |   |                    | Applicable Line)<br>_X_ Form filed by One Reporting Person |                 |   |                     |                                    |  |        |                                |  |  |  |   |  |  |  |  |
| MORTON C   | GROVE, IL 60      | 0053         |   |                    |  |                 | Form filed by   | More than One R     |                                    |  |        |                                |  |  |  |   |  |  |  |  |
|  |                   |              |   |                    |  |                 | Person  |                     |                                    |  |        |                                |  |  |  |   |  |  |  |  |
| (City)   | (State)           | (Zip)        | Table   | e I - Non-De       | erivative S  | ecurities A     | cquired, Disposed o   | of, or Beneficia    | lly Owned                          |  |        |                                |  |  |  |   |  |  |  |  |
| 1.Title of   | 2. Transaction    |              |   | 3.                 | 4. Securit   |                 | 5. Amount of  | 6. Ownership        |                                    |  |        |                                |  |  |  |   |  |  |  |  |
| Security<br>(Instr. 3)   | (Month/Day/Y      | any          | on Date, 11   | Transactio<br>Code | Disposed   |                 | Securities<br>Beneficially  | Form: Direct (D) or | Indirect<br>Beneficial             |  |        |                                |  |  |  |   |  |  |  |  |
| (  |                   |              | Day/Year)   | (Instr. 8)         | (Instr. 3, 4   | . ,             | Owned   | Indirect (I)        | Ownership                          |  |        |                                |  |  |  |   |  |  |  |  |
|  |                   |              |   |                    |  |                 | Following<br>Reported   | (Instr. 4)          | (Instr. 4)                         |  |        |                                |  |  |  |   |  |  |  |  |
|  |                   |              |   |                    |  | (A)             | Transaction(s)  |                     |                                    |  |        |                                |  |  |  |   |  |  |  |  |
|  |                   |              |   | Code V             | Amount   | or<br>(D) Price | (Instr. 3 and 4)  |                     |                                    |  |        |                                |  |  |  |   |  |  |  |  |
| Common   |                   |              |   |                    |  |                 | 41,881  | D                   |                                    |  |        |                                |  |  |  |   |  |  |  |  |
| Stock  |                   |              |   |                    |  |                 | 71,001  | D                   |                                    |  |        |                                |  |  |  |   |  |  |  |  |
| Common   |                   |              |   |                    |  |                 | 640   | т                   | $\mathbf{D}_{\mathbf{V}}$ wife (1) |  |        |                                |  |  |  |   |  |  |  |  |
| Stock  |                   |              |   |                    |  |                 | 640   | Ι                   | By wife $(1)$                      |  |        |                                |  |  |  |   |  |  |  |  |
|  |                   |              |   |                    |  |                 |   |                     |                                    |  |        |                                |  |  |  |   |  |  |  |  |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(Instr. 8) | Derivative | Expiration D<br>(Month/Day/ | Date               | 7. Title and A<br>Underlying S<br>(Instr. 3 and 4 | Securities                             | 8. Price o<br>Derivativ<br>Security<br>(Instr. 5) |
|---|---|---|---|--|------------|-----------------------------|--------------------|---|--|---|
|   |   |   |   | Code V                                 | (A) (D)    | Date<br>Exercisable         | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   |
| Phantom<br>Stock                                    | (2)   | 03/30/2007                              |   | A <u>(3)</u>                           | 832        | (4)                         | (4)                | Common<br>Stock                                   | 832                                    | \$ 45.0   |

### **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |         |                             |  |  |  |
|---|---------------|-----------|---------|-----------------------------|--|--|--|
|   | Director      | 10% Owner | Officer | Other                       |  |  |  |
| MCKENNA ANDREW J<br>C/O SCHWARZ PAPER COMPANY<br>8338 AUSTIN AVENUE<br>MORTON GROVE, IL 60053 | Х             |           |         | Non-Exec Chairman of the Bd |  |  |  |
| Signatures  |               |           |         |                             |  |  |  |
| /s/ Denise A. Horne,<br>Attorney-in-fact  | 04/03/2007    |           |         |                             |  |  |  |

Date

<u>\*\*</u>Signature of Reporting Person

### **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) Beneficial ownership disclaimed.
- (2) Acquisition of phantom stock pursuant to Directors' Deferred Compensation Plan. The phantom stock converts to common stock on a one-for-one basis.
- (3) Acquisition of phantom stock pursuant to Directors' Deferred Compensation Plan in transaction exempt under Rule 16b-3(d)(1). Amount represents deferred compensation or dividends reinvested.
- (4) Payment of phantom stock may be deferred until the earlier of the director?s retirement date or other termination from the Board or a specific future date pursuant to an election.

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. 50,000 (5) (5) Common Stock (1) 50,000 \$ 0 110,762 D Restricted Stock / Units (4) \$ 0 (6)

(7) (7) Common Stock (1) 295 295 I By Spouse

# **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |                  |       |  |  |  |  |
|--|---------------|-----------|------------------|-------|--|--|--|--|
|  | Director      | 10% Owner | Officer          | Other |  |  |  |  |
| FARRIS G STEVEN<br>2000 POST OAK BLVD.<br>SUITE 100<br>HOUSTON, TX 77056 | Х             |           | Chairman and CEO |       |  |  |  |  |
| Signatures   |               |           |                  |       |  |  |  |  |
| Cheri L. Peper,<br>Attorney-in-Fact                                      | 01            | /05/2011  |                  |       |  |  |  |  |
| **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).
- The shares of common stock of Apache are deemed to also represent certain preferred stock purchase rights ('Rights'). The Rights are not(1) currently exercisable or separately tradable and presently are evidenced by certificates for shares of the common stock. Value attributable to such Rights, if any, is reflected in the market price of the common stock.

Vesting on 01/03/2011 of restricted stock units pursuant to restricted stock unit award agreement under employer plan. Of these 50,000
 (2) shares, 30,000 shares (19,043 shares after tax withholding) will not be eligible for sale by Mr. Farris until such time as he retires as chief executive officer or otherwise terminates employment with the company.

- (3) Shares withheld to cover required tax withholding on vesting of restricted stock units effective as of 01/03/2011.
- (4) With tandem tax withholding right

Pursuant to a restricted stock award agreement dated 05/08/08, Mr. Farris was granted 250,000 restricted stock units. The restricted stock units will vest 50,000 on 07/01/2009, and the remaining 200,000 will vest ratably on the first business day of each of 2010, 2011, 2012,

- (5) and 2013. Upon vesting, Apache will issue one share of common stock for each restricted stock unit, and 30,000 out of each 50,000 shares will not be eligible for sale by Mr. Farris until such time as he retires as chief executive officer or otherwise terminates employment with the company.
- (6) One share of Apache common stock for each restricted stock unit.
- (7) Restricted stock units granted under employer plan. The units vest ratably over four years beginning one year from the date of grant.

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