ROGERS JOHN W JR

Form 4

March 13, 2013

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 4 or Form 5 obligations may continue. See Instruction 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

1(b).

(Print or Type Responses)

ROGERS JC	2. Issuer Name and Ticker or Trading Symbol MCDONALDS CORP [MCD]						Issuer				
	(First) (N ESTMENTS, 20 H DRIVE, SUITI		3. Date of (Month/Date 03/11/20	ay/Year		nsaction			_X_ Director Officer (give below)		Owner er (specify
CHICAGO,	(Street) IL 60601		4. If Amer Filed(Mon			e Original				•	erson
(City)		(Zip)	Table	e I - Noi	ı-De	erivative S	ecurit	ies Acq	Person uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deen Execution any (Month/D	n Date, if	3. Transa Code (Instr.		4. Securiti n(A) or Dis (Instr. 3, 4)	posed	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	03/11/2013			M		10,000	A	\$ 17.5	87,500	D	
Common Stock									100	I	By daughter

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

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January 31,

2005

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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. Transactic Code (Instr. 8)	5. Number of or 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)	\$ 17.5	03/11/2013		M		10,000	(2)	05/22/2013	Common Stock	10,000

Dolotionchine

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

ROGERS JOHN W JR
ARIEL INVESTMENTS
200 EAST RANDOLPH DRIVE, SUITE 2900
CHICAGO, IL 60601

Signatures

/s/ Christopher Weber,
Attorney-in-fact
03/13/2013

**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) Beneficial ownership disclaimed.
- (2) Options became exercisable in 33% increments on the first, second and third anniversary dates of the grant.

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.

Reporting Owners 2