

MCDONALDS CORP

Form 4

February 16, 2016

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 5
obligations
may continue.
See 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bensen Peter J

(Last) (First) (Middle)

MCDONALD'S
CORPORATION, 2915 JORIE
BOULEVARD

(Street)

OAK BROOK, IL 60523

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
MCDONALDS CORP [MCD]

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Chief Administrative Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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	02/13/2016		M	1,746	A \$ 0	16,395	D
Common Stock	02/13/2016		F	798	D \$ 117.93	15,597	D
Common Stock						275.71	I Profit Sharing Plan

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**

SEC 1474
(9-02)

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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 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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Options (Right to Buy)	\$ 116.73	02/11/2016		A	102,799	<u>(1)</u> 02/11/2026	Common Stock
Restricted Stock Units	<u>(2)</u>	02/11/2016		A	15,421 <u>(3)</u>	02/11/2019 <u>(3)</u> 02/11/2019	Common Stock
Restricted Stock Units	<u>(4)</u>	02/13/2016		M	10,639	02/13/2016 02/13/2016	Common Stock
Restricted Stock Units	<u>(5)</u>	02/13/2016		M	7,447	02/13/2016 02/13/2016	Common Stock
Phantom Stock	<u>(6)</u>					<u>(7)</u> <u>(7)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bensen Peter J MCDONALD'S CORPORATION 2915 JORIE BOULEVARD OAK BROOK, IL 60523			Chief Administrative Officer	

Signatures

/s/ Christopher Weber,
Attorney-in-fact

02/16/2016

 **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 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.
- (2)

- Subject to performance-based vesting conditions linked to net income growth and return on incremental invested capital ("ROIIC") for the period of January 1, 2016 through December 31, 2018 (the "Performance Period"). If McDonald's Corporation satisfies both the net income 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.
- (3)

- Each RSU represents a right to acquire one share of McDonald's Corporation common stock. As a result of the Company's performance against the performance-based vesting condition, the reporting person vested in 16.41% of the original grant of 10,639 RSUs, and the remaining 8,893 RSUs were forfeited.
- (4)

- Each RSU represents a right to acquire one share of McDonald's Corporation common stock. As a result of the Company's performance against the performance-based vesting condition, the reporting person vested in 0.00% of the original grant of 7,447 RSUs; therefore, all 7,447 RSUs were forfeited.
- (5)

- (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.

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