

Dean Lloyd H  
Form 4  
October 03, 2017

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Dean Lloyd H

(Last) (First) (Middle)

MCDONALD'S CORPORATION, 2915 JORIE BLVD.

(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)  
09/30/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | Code V Amount (A) or (D) Price                                    |   |  |   |
| Common Stock                    | 09/30/2017                           |  | M <sup>(1)</sup>               | 371.14 A \$ 156.68  | 371.14  | D  |   |
| Common Stock                    | 09/30/2017                           |  | D <sup>(1)</sup>               | 371.14 D \$ 156.68  | 0   | 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)

**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 Amount of Underlying Securities (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
|  |  |                                      |  |                                |   |  |   |              |                            |
|  |  |                                      |  |                                |   | Code   | V   | (A)          | (D)                        |
| Phantom Stock                              | (2)  | 09/30/2017                           |  | A(3)                           | 175.52  | (4)  | (4)   | Common Stock | 175.52                     |
| Phantom Stock                              | (2)  | 09/30/2017                           |  | M(1)                           | 371.14  | (4)  | (4)   | Common Stock | 371.14                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Dean Lloyd H<br>MCDONALD'S CORPORATION<br>2915 JORIE BLVD.<br>OAK BROOK, IL 60523 |               | X         |         |       |

## Signatures

/s/ Christopher Weber,  
Attorney-in-fact

10/03/2017

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) Settlement of phantom stock pursuant to the Director's Deferral Compensation Plan (the "Plan") in a transaction exempt under Rules 16b-6(b) and 16b-3(e).
- (2) Each share of phantom stock is the economic equivalent of one share of McDonald's Corporation common stock and shall be settled in cash, pursuant to the Plan.
- (3) Acquisition of phantom stock pursuant to the Plan in a transaction exempt under Rule 16b-3(d)(1). Amount represents deferred compensation.
- (4) Payment of phantom stock may be deferred until the earlier of (a) April of the year following the Director's retirement date or other termination from the Board; or (b) a specific future date pursuant to an election.
- (5) 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.

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