

MCDONALDS CORP

Form 3

March 07, 2017

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
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2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *Â Krulewitch Jerome N
(Last) (First) (Middle)2. Date of Event Requiring
Statement(Month/Day/Year)
03/04/20173. Issuer Name **and** Ticker or Trading Symbol
MCDONALDS CORP [MCD]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

EVP, Gen Counsel and Secretary

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting PersonMCDONALD'S
CORPORATION,Â 2915 JORIE
BOULEVARD

(Street)

OAK BROOK,Â ILÂ 60523

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

2,682.43

I

Profit Sharing Plan

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

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative
Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Options (Right to Buy)	Â <u>(1)</u>	02/09/2021	Common Stock	11,755	\$ 75.93	D	Â
Options (Right to Buy)	Â <u>(1)</u>	02/08/2022	Common Stock	18,384	\$ 100.05	D	Â
Options (Right to Buy)	Â <u>(1)</u>	02/13/2023	Common Stock	9,309	\$ 94	D	Â
Options (Right to Buy)	Â <u>(1)</u>	02/12/2024	Common Stock	10,012	\$ 94.89	D	Â
Options (Right to Buy)	Â <u>(1)</u>	03/16/2025	Common Stock	10,594	\$ 97.15	D	Â
Options (Right to Buy)	Â <u>(1)</u>	02/11/2026	Common Stock	14,278	\$ 116.73	D	Â
Restricted Stock Units	03/16/2018	03/16/2018	Common Stock	3,347	\$ <u>(2)</u>	D	Â
Restricted Stock Units	02/11/2019 ⁽³⁾	02/11/2019	Common Stock	2,142 ⁽³⁾	\$ <u>(2)</u>	D	Â
Phantom Stock	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	8,069.97	\$ <u>(5)</u>	I	Non-Qualified Benefit Plan

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	Â	Â	Â EVP, Gen Counsel and Secretary	Â

Signatures

/s/ Jeffrey J. Pochowicz,
Attorney-in-fact

03/07/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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.

(2) 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.

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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

- (3) 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 50% to 150% of the target number of RSUs granted.
- (4) Shares of phantom stock are payable in cash following the reporting person's separation from service with McDonald's Corporation.
- (5) Each share of phantom stock represents a right to receive the cash value of one share of McDonald's Corporation common stock.

Â

Remarks:

ExhibitÂ 24:Â PowerÂ ofÂ Attorney

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.