MCDONALDS CORP

Form 4

February 11, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * **KOZIOL KENNETH M**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

(Zip)

MCDONALDS CORP [MCD]

(Check all applicable)

Corp Exec VP Chf Restr Officer

(Last)

(First)

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

Director X_ Officer (give title below)

10% Owner Other (specify

MCDONALD'S

CORPORATION, 2915 JORIE

(Street)

(State)

BOULEVARD

(City)

4. If Amendment, Date Original

Filed(Month/Day/Year)

02/09/2014

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

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

OAK BROOK, IL 60523

								-,	-,
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any	Code				Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A) or		Transaction(s)		
			Code V	Amount		Price	(Instr. 3 and 4)		
Common Stock	02/09/2014		M	1,383	A	\$0	1,391	D	
Common Stock	02/09/2014		F	478	D	\$ 95.92	913	D	

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

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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)			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 of Number of Shares
Restricted Stock Units	<u>(1)</u>	02/09/2014		M		1,383	02/09/2014	02/09/2014	Common Stock	1,383
Phantom Stock	(2)						<u>(3)</u>	<u>(3)</u>	Common Stock	13,876.0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KOZIOL KENNETH M MCDONALD'S CORPORATION 2915 JORIE BOULEVARD OAK BROOK, IL 60523

Corp Exec VP Chf Restr Officer

Signatures

/s/ Christopher Weber, Attorney-in-fact

**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) Each restricted stock unit represents a right to acquire one share of McDonald's Corporation common stock.
- (2) Each share of phantom stock represents the right to receive the cash value of one share of McDonald's Corporation common stock.
- (3) Shares of phantom stock are payable in cash following the reporting person's separation from service with McDonald's.

02/11/2014

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.

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