

Hoovel Catherine A.
Form 4
February 15, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Hoovel Catherine A.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
VP - Chief Acctg Officer

(Last) (First) (Middle)
MCDONALD'S
CORPORATION, 110 NORTH
CARPENTER STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2019

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

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

CHICAGO, IL 60607

(City) (State) (Zip)

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	02/14/2019		M	A	1,328	\$ 63.25	2,499 D
Common Stock	02/14/2019		S	D	1,328	\$ 175.95	1,171 D
Common Stock						543.73 ⁽¹⁾	I Profit Sharing Plan

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

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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 Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Options (Right to Buy)	\$ 174.15	02/13/2019		A	4,297	<u>(2)</u>	02/13/2029	Common Stock	4,
Restricted Stock Units	<u>(3)</u>	02/13/2019		A	<u>614</u> (4)	02/13/2022 ⁽⁴⁾	02/13/2022	Common Stock	6
Options (Right to Buy)	\$ 63.25	02/14/2019		M	1,328	<u>(2)</u>	02/10/2020	Common Stock	1,

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Hoovel Catherine A.
MCDONALD'S CORPORATION
110 NORTH CARPENTER STREET
CHICAGO, IL 60607

VP - Chief Acctg Officer

Signatures

/s/ Christopher Weber,
Attorney-in-fact

02/15/2019

 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) Includes shares acquired through dividend reinvestment.
- (2) Options become exercisable in 25% increments on the first, second, third and fourth anniversary dates of the grant.

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- (3) Each restricted stock unit ("RSU") represents a right to acquire one share of McDonald's Corporation common stock.

Represents the target number of RSUs granted, subject to performance-based vesting conditions linked to diluted earnings per share ("EPS") growth and return on incremental invested capital ("ROIIC") for the period of January 1, 2019 through December 31, 2021 (the

- (4) "Performance Period"). If McDonald's Corporation satisfies both the EPS 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 150% of the target number of RSUs granted.

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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