

MCDONALDS CORP

Form 4/A

December 02, 2016

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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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 \*  
**MASSEY WALTER E**

(Last) (First) (Middle)

**4950 CHICAGO BEACH DRIVE**

(Street)

**CHICAGO, IL 60615**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**MCDONALDS CORP [MCD]**3. Date of Earliest Transaction  
(Month/Day/Year)  
**10/27/2016**4. If Amendment, Date Original  
Filed(Month/Day/Year)  
**11/15/2016**

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Common Stock                    | 10/27/2016                           |                                                    | G                              | V 705 D \$ 0                                                      | 5,045                                                                                         | D                                                        |                                   |

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 required to respond unless the form displays a currently valid OMB control number.**SEC 1474  
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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|                                   |                                                     |    |                  |                                                           |                        |                                                                                                   |                                                                 |                 |                                                                      |                            |                                                   |                                                                                                           |
|-----------------------------------|-----------------------------------------------------|----|------------------|-----------------------------------------------------------|------------------------|---------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|-----------------|----------------------------------------------------------------------|----------------------------|---------------------------------------------------|-----------------------------------------------------------------------------------------------------------|
| 1.                                |                                                     | 3. | Transaction Date | 3A. Deemed Execution Date, if any<br><br>(Month/Day/Year) | 4.<br>Transaction Code | 5.<br>Number of Derivative Securities Acquired (A) or Disposed of (D)<br><br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date<br><br>(Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities<br><br>(Instr. 3 and 4) |                            | 8. Price of Derivative Security<br><br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)<br><br>(Instr. 6) |
| Derivative Security<br>(Instr. 3) | Conversion or Exercise Price of Derivative Security |    |                  |                                                           |                        |                                                                                                   | Date Exercisable                                                | Expiration Date | Title                                                                | Amount or Number of Shares |                                                   |                                                                                                           |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |         |       |
|------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                  | Director      | 10% Owner | Officer | Other |
| MASSEY WALTER E<br>4950 CHICAGO BEACH DRIVE<br>CHICAGO, IL 60615 | X             |           |         |       |

## Signatures

/s/ Jeffrey J. Pochowicz,  
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).

**Remarks:**

This amendment is filed solely for the purpose of attaching Exhibit 24 - Power of Attorney.

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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