

Henry Daniel
Form 3
May 10, 2018

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

OMB APPROVAL

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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 *

Henry Daniel

(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

05/01/2018

3. Issuer Name and Ticker or Trading Symbol

MCDONALDS CORP [MCD]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

Director 10% Owner

Officer Other

(give title below) (specify below)

EVP - Chief Info. Officer

6. Individual or Joint/Group

Filing(Check Applicable Line)
 Form filed by One Reporting Person

Form filed by More than One Reporting Person

MCDONALD'S CORPORATION, 2915 JORIE BLVD.

(Street)

OAK BROOK, IL 60523

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. 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)

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 Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Expiration Date

Title Amount or Number of

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				Shares		or Indirect	
						(1)	
						(Instr. 5)	
Options (Right to Buy)	Â ⁽¹⁾	02/19/2028	Common Stock	8,404	\$ 157.79	D	Â
Restricted Stock Units	11/07/2018	11/07/2018	Common Stock	4,295	\$ ⁽²⁾	D	Â
Restricted Stock Units	11/07/2019	11/07/2019	Common Stock	4,294	\$ ⁽²⁾	D	Â
Restricted Stock Units	11/07/2020	11/07/2020	Common Stock	4,294	\$ ⁽²⁾	D	Â
Restricted Stock Units	02/19/2021 ⁽³⁾	02/19/2021	Common Stock	1,271 ⁽³⁾	\$ ⁽⁴⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Henry Daniel MCDONALD'S CORPORATION 2915 JORIE BLVD. OAK BROOK, Â IL Â 60523	Â	Â	Â EVP - Chief Info. Officer	Â

Signatures

/s/ Christopher Weber,
Attorney-in-fact

05/10/2018

 **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 of the RSUs will be in the form of shares or, at the discretion of the Compensation Committee of the Board of Directors (the "Committee"), 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.

(3) 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, 2018 through December 31, 2020. If McDonald's Corporation (the "Company") satisfies both the EPS and ROIIC thresholds, then the number of RSUs that vest may be increased or decreased based upon the Company's total shareholder return relative to the S&P 500 Index over the period of 2018 through 2020. The number of RSUs earned will range from 50% to 150% of the target number of RSUs granted.

(4) Each RSU represents a right to acquire one share of McDonald's Corporation common stock. Upon vesting, payout of the RSUs will be in the form of shares or, at the discretion of the Committee, the cash value thereof.

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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