

Thompson Donald  
Form 4  
February 12, 2013

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 \*  
Thompson Donald

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
MCDONALD'S CORPORATION, 2915 JORIE BOULEVARD

3. Date of Earliest Transaction (Month/Day/Year)  
02/10/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and CEO

(Street)  
OAK BROOK, IL 60523

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

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

(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 Ownership (Instr. 4) |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|--------|---|--|-----------------------------------|--|
|                                 |                                      |  |                                | Code  | V      | Amount |   |  |                                   | (A) or (D)                                   |
| Common Stock                    | 12/14/2012                           |  | G <sup>(1)</sup>               | V   | 31,576 | D      | \$ 0  | 293  | D                                 |  |
| Common Stock                    | 12/14/2012                           |  | G <sup>(1)</sup>               | V   | 31,576 | A      | \$ 0  | 31,576   | I                                 | By Trusts for Self and Spouse <sup>(2)</sup> |
| Common Stock                    | 02/10/2013                           |  | M                              |   | 10,435 | A      | \$ 0  | 10,728   | D                                 |  |
| Common Stock                    | 02/10/2013                           |  | F                              |   | 3,370  | D      | \$ 94.87  | 7,358  | D                                 |  |

Edgar Filing: Thompson Donald - Form 4

|                 |  |           |   |                           |
|-----------------|--|-----------|---|---------------------------|
| Common<br>Stock |  | 19,403.25 | I | Profit<br>Sharing<br>Plan |
|-----------------|--|-----------|---|---------------------------|

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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | Amount<br>Number<br>Shares |        |
|---|--|---|---|--------------------------------------|--|--|--|----------------------------|--------|
|   |  |   |   | Code                                 | V (A) (D)  | Date Exercisable   | Expiration<br>Date   | Title                      | Amount |
| Restricted<br>Stock<br>Units                        | (3)  | 02/10/2013                              |   | M                                    | 10,435   | 02/10/2013(4)  | 02/10/2013   | Common<br>Stock            | 10,435 |
| Phantom<br>Stock                                    | (5)  |   |   |                                      |  | (6)  | (6)  | Common<br>Stock            | 13,200 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| Thompson Donald<br>MCDONALD'S CORPORATION<br>2915 JORIE BOULEVARD<br>OAK BROOK, IL 60523 | X             |           | President and CEO |       |

## Signatures

/s/ Christopher Weber,  
Attorney-in-fact

02/12/2013

\_\_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) Transfer of shares to an account jointly owned by trusts for each of the reporting person and his spouse.

## Edgar Filing: Thompson Donald - Form 4

- (2) Held in account jointly owned by trusts for each of the reporting person and his spouse.
- (3) Each restricted stock unit represents a right to acquire one share of McDonald's Corporation common stock.
- (4) Vesting of these restricted stock units was contingent upon the Company's achievement of required performance measures.
- (5) Each share of phantom stock represents a right to receive the cash value of one share of McDonald's Corporation common stock.
- (6) Shares of phantom stock are payable in cash following the reporting person's separation from service with McDonald's.

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.