

MCDONALDS CORP

Form 4

January 28, 2016

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HOFFMANN DAVID L

(Last) (First) (Middle)

**MCDONALD'S APMEA, 1 KIM
SENG PROMENADE**

(Street)

SINGAPORE, U0 237995

(City) (State) (Zip)

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

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

01/26/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

President, High Growth Markets

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	01/26/2016		M		5,562	A	\$ 56.64	5,562	D
Common Stock	01/26/2016		M		7,357	A	\$ 57.08	12,919	D
Common Stock	01/26/2016		M		9,128	A	\$ 63.25	22,047	D
Common Stock	01/26/2016		M		8,298	A	\$ 75.93	30,345	D
Common Stock	01/26/2016		S		30,345	D	\$ 119.71	0	D

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Common Stock	6,928.38	I	Profit Sharing Plan
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Securities (Instr. 3 and 4)		8.	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (Right to Buy)	\$ 56.64	01/26/2016		M		5,562		<u>(1)</u>	02/13/2018	Common Stock	5,562
Options (Right to Buy)	\$ 57.08	01/26/2016		M		7,357		<u>(1)</u>	02/11/2019	Common Stock	7,357
Options (Right to Buy)	\$ 63.25	01/26/2016		M		9,128		<u>(1)</u>	02/10/2020	Common Stock	9,128
Options (Right to Buy)	\$ 75.93	01/26/2016		M		8,298		<u>(1)</u>	02/09/2021	Common Stock	8,298
Phantom Stock	<u>(2)</u>							<u>(3)</u>	<u>(3)</u>	Common Stock	2,341.4

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HOFFMANN DAVID L MCDONALD'S APMEA 1 KIM SENG PROMENADE	President, High Growth Markets

SINGAPORE, U0 237995

Signatures

/s/ Jeffrey J. Pochowicz,
Attorney-in-fact

01/28/2016

__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) Options become exercisable in 25% increments on the first, second, third and fourth anniversary dates of the grant.
- (2) Each share of phantom stock represents a 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.

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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