

DeBiase Francesca A.
Form 3
April 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 * | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| Â DeBiase Francesca A. | (Month/Day/Year) 04/01/2018 | MCDONALDS CORP [MCD] | | |
| (Last) (First) (Middle) | | | | |

MCDONALD'S CORPORATION,Â 2915 JORIE BLVD.

(Street)

OAK BROOK,Â ILÂ 60523

(City) (State) (Zip)

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
EVP-Worldwide Supp Chain & Sus

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 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) |
|------------------------------------|--|---|--|
| Common Stock | 10,391 | D | Â |

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

SEC 1473 (7-02)

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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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|------------------------|---------------------------|-----------------|--------------|----------------------------|---------------|---------------------------------------|---|
| Options (Right to Buy) | Â <u>(1)</u> | 02/09/2021 | Common Stock | 6,915 | \$ 75.93 | D | Â |
| Options (Right to Buy) | Â <u>(1)</u> | 02/08/2022 | Common Stock | 8,221 | \$ 100.05 | D | Â |
| Options (Right to Buy) | Â <u>(1)</u> | 02/13/2023 | Common Stock | 6,649 | \$ 94 | D | Â |
| Options (Right to Buy) | Â <u>(1)</u> | 02/12/2024 | Common Stock | 791 | \$ 94.89 | D | Â |
| Options (Right to Buy) | Â <u>(1)</u> | 02/12/2024 | Common Stock | 6,586 | \$ 94.89 | D | Â |
| Options (Right to Buy) | Â <u>(1)</u> | 03/16/2025 | Common Stock | 9,080 | \$ 97.15 | D | Â |
| Options (Right to Buy) | Â <u>(1)</u> | 02/11/2026 | Common Stock | 12,850 | \$ 116.73 | D | Â |
| Options (Right to Buy) | Â <u>(1)</u> | 03/08/2027 | Common Stock | 14,265 | \$ 128.09 | D | Â |
| Options (Right to Buy) | Â <u>(1)</u> | 02/19/2028 | Common Stock | 11,555 | \$ 157.79 | D | Â |
| Restricted Stock Units | 02/19/2021 | 02/19/2021 | Common Stock | 6,338 | \$ <u>(2)</u> | D | Â |
| Restricted Stock Units | 02/11/2019 ⁽³⁾ | 02/11/2019 | Common Stock | 1,928 ⁽³⁾ | \$ <u>(2)</u> | D | Â |
| Restricted Stock Units | 03/08/2020 ⁽⁴⁾ | 03/08/2020 | Common Stock | 1,855 ⁽⁴⁾ | \$ <u>(2)</u> | D | Â |
| Restricted Stock Units | 02/19/2021 ⁽⁵⁾ | 02/19/2021 | Common Stock | 1,736 ⁽⁵⁾ | \$ <u>(6)</u> | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DeBiase Francesca A. MCDONALD'S CORPORATION 2915 JORIE BLVD. OAK BROOK, IL 60523 | Â | Â | Â EVP-Worldwide Supp Chain & Sus | Â |

Signatures

/s/ Christopher Weber,
Attorney-in-fact

04/10/2018

__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.

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.

(2) Subject to performance-based vesting conditions linked to net income growth and return on incremental invested capital ("ROIIC") for the period of January 1, 2016 through December 31, 2018. If McDonald's Corporation satisfies both the net income 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 period of 2016 through 2018. The number of RSUs earned will range from 50% to 150% of the target number of RSUs granted.

(3) Subject to performance-based vesting conditions linked to net income growth and ROIIC for the period of January 1, 2017 through December 31, 2019. If McDonald's Corporation satisfies both the net income 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 period of 2017 through 2019. The number of RSUs earned will range from 50% to 150% of the target number of RSUs granted.

(4) Subject to performance-based vesting conditions linked to diluted earnings per share ("EPS") growth and ROIIC for the period of January 1, 2018 through December 31, 2020. 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 period of 2018 through 2020. The number of RSUs earned will range from 50% to 150% of the target number of RSUs granted.

(5) Each restricted stock unit 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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