

OZAN KEVIN M  
Form 4  
February 15, 2019

**FORM 4**

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

OMB APPROVAL

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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 \*  
OZAN KEVIN M

(Last) (First) (Middle)

MCDONALD'S CORPORATION, 110 NORTH CARPENTER STREET

(Street)

CHICAGO, IL 60607

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
02/13/2019

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)  
EVP & CFO

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 or Price   |  |   |             |   |                     |
| Common Stock                    | 02/13/2019                           |  | M                              |   | 18,559 (1)  | A  | \$ 0 (2)  | 29,723      | D |                     |
| Common Stock                    | 02/13/2019                           |  | F                              |   | 7,367   | D  | \$ 174.15   | 22,356      | D |                     |
| Common Stock                    |                                      |  |                                |   |   |  |   | 3,618.1 (3) | I | Profit Sharing Plan |

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

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**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 Underlying Security (Instr. 3 and 4) |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date                                   | Title        |
| Restricted Stock Units                     | (2)  | 02/13/2019                           |  | M                              | 18,559<br>(1)   | 02/13/2019   | 02/13/2019  | Common Stock |
| Options (Right to Buy)                     | \$ 174.15  | 02/13/2019                           |  | A                              | 63,477  | (4)  | 02/13/2029  | Common Stock |
| Restricted Stock Units                     | (2)  | 02/13/2019                           |  | A                              | 9,067<br>(5)  | 02/13/2022(5)  | 02/13/2022  | Common Stock |
| Phantom Stock                              | (6)  |                                      |  |                                |   | (7)  | (7)   | Common Stock |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |           |       |
|---|---------------|-----------|-----------|-------|
|   | Director      | 10% Owner | Officer   | Other |
| OZAN KEVIN M<br>MCDONALD'S CORPORATION<br>110 NORTH CARPENTER STREET<br>CHICAGO, IL 60607 |               |           | EVP & CFO |       |

## Signatures

/s/ Christopher Weber,  
Attorney-in-fact

02/15/2019

\_\_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) As a result of the Company's performance against the pre-approved financial targets, the reporting person vested in 173.3% of the original grant of 10,709 performance-based restricted stock units ("RSUs").
- (2) Each RSU represents a right to acquire one share of McDonald's Corporation common stock.

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- (3) Includes shares acquired through dividend reinvestment.
- (4) Options become exercisable in 25% increments on the first, second, third and fourth anniversary dates of the grant.  
Represents the target number of RSUs granted, 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, 2019 through December 31, 2021 (the "Performance Period"). 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 Performance Period. The number of RSUs earned will range from 0% to 200% of the target number of RSUs granted.
- (5) "Performance Period". 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 Performance Period. The number of RSUs earned will range from 0% to 200% of the target number of RSUs granted.
- (6) Each share of phantom stock represents a right to receive the cash value of one share of McDonald's Corporation common stock.
- (7) 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.