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MCDONAL	DS CORP									
Form 4										
April 02, 201									PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								3235-0287		
Check thi if no long subject to Section 1 Form 4 or Form 5 obligatior	6. Filed pur	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,								
may conti See Instru 1(b).	inue. Section 17(•	. .	pany Act o Act of 19	f 1935 or Sectio 40	on		
(Print or Type R	Responses)									
1. Name and Address of Reporting Person <u>*</u> JACKSON JEANNE P			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) NIKE, INC., ONE BOWERMAN DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 03/31/2014			X_ Director 10% Owner Officer (give title Other (specify below) below)				
(Street) BEAVERTON, OR 97005			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurities Ac	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)) Execution any	emed on Date, if 'Day/Year)	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4)	(A) or of (D)	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)	
Common Stock						(_) 1100	1,174	D		
Common Stock							246	Ι	By Trust	
Common Stock							246	I	By Trust	

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

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number.

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. Transacti Code (Instr. 8)	5. Number of iorDerivative 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 Securities8(Instr. 3 and 4)S(1)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	<u>(3)</u>	03/31/2014		A <u>(4)</u>	293.278		(5)	(5)	Common Stock	293.278

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
JACKSON JEANNE P NIKE, INC. ONE BOWERMAN DRIVE BEAVERTON, OR 97005	Х							
Signatures								
/s/ Christopher Weber, Attorney-in-fact		04/02/20	014					
**Signature of Reporting Person		Date						
Explanation of Responses:								

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) Shares are held in a trust for the benefit of the reporting person's daughter of which the reporting person is trustee.
- (2) Shares are held in a trust for the benefit of the reporting person's son of which the reporting person is trustee.
- (3) Each share of phantom stock is the economic equivalent of one share of common stock and shall be settled in cash, pursuant to the Directors' Deferred Compensation Plan (the "Plan").
- (4) Acquisition of phantom stock pursuant to the Plan in transaction exempt under Rule 16b-3(d)(1). Amount represents deferred compensation.
- (5) Payment of phantom stock may be deferred until the earlier of the director's retirement date or other termination from the Board or a specific future date pursuant to an election.
- (6) Includes shares acquired through dividend reinvestment.

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.