

Kempczinski Christopher J  
Form 4  
February 15, 2019

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Kempczinski Christopher J

(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)  
President, McDonald's USA

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/13/2019                              |                                                             | M                                       | (A)<br>or<br>(D)<br>Amount<br>9,662<br>(1)                              | Price<br>\$ 0 (2)                                                                                                  | 14,283                                                                  | D                                                                 |
| Common<br>Stock                       | 02/13/2019                              |                                                             | F                                       | 3,429                                                                   | \$<br>174.15                                                                                                       | 10,854                                                                  | D                                                                 |

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)

# Edgar Filing: Kempczinski Christopher J - Form 4

**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 Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| Restricted Stock Units                     | (2)                                                    | 02/13/2019                           |                                                    | M                              | 9,662<br>(1)                                                                            | 02/13/2019 02/13/2019                                    | Common Stock                                                |
| Options (Right to Buy)                     | \$ 174.15                                              | 02/13/2019                           |                                                    | A                              | 48,829                                                                                  | (3) 02/13/2029                                           | Common Stock                                                |
| Restricted Stock Units                     | (2)                                                    | 02/13/2019                           |                                                    | A                              | 6,975<br>(4)                                                                            | 02/13/2022(4) 02/13/2022                                 | Common Stock                                                |

## Reporting Owners

| Reporting Owner Name / Address                                                                         | Relationships |           |                                 |       |
|--------------------------------------------------------------------------------------------------------|---------------|-----------|---------------------------------|-------|
|                                                                                                        | Director      | 10% Owner | Officer                         | Other |
| Kempczinski Christopher J<br>MCDONALD'S CORPORATION<br>110 NORTH CARPENTER STREET<br>CHICAGO, IL 60607 |               |           | President,<br>McDonald's<br>USA |       |

## 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).

- 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 5,575 performance-based restricted stock units ("RSUs").
- Each RSU represents a right to acquire one share of McDonald's Corporation common stock.
- 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

## Edgar Filing: Kempczinski Christopher J - Form 4

Performance Period. The number of RSUs earned will range from 0% to 200% of the target number of RSUs granted.

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.