Edgar Filing: SANTONA GLORIA - Form 4

Form 4	RIA										
February 15, 2013 FORM 4 Check this box	UNITED STATES SECURITIES AND EXCHANGE COMMISSION									PROVAL 3235-0287 January 31,	
if no longer subject to Section 16. Form 4 or Form 5	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							burden hou response	Expires. 2005 Estimated average burden hours per response 0.5		
(Print or Type Respon	ses)										
1. Name and Address of Reporting Person <u>*</u> SANTONA GLORIA			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) MCDONALD'S CORPORATION, 2915 JORIE BOULEVARD			3. Date of Earliest Transaction(Month/Day/Year)02/13/2013					Director 10% Owner XOfficer (give title Other (specify below) below) Corp Exec VP, Gen Coun, Secy			
(S OAK BROOK, II	Filed(Month/Day/Year) A				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting						
		Zip)	Table	I - Non-D	erivative S	ecuri	ties Ac	Person quired, Disposed o	f, or Beneficial	ly Owned	
	ransaction Date nth/Day/Year)	Executior any	ned 1 Date, if	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4 Amount	ies (A) o of (D	r)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	-	
Common Stock								58,798	D		

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)

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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. Transactio Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Options (Right to Buy)	\$ 94	02/13/2013		А	22,873	<u>(1)</u>	02/13/2023	Common Stock	22,8
Restricted Stock Units	(2)	02/13/2013		А	4,575	02/13/2016 <u>(3)</u>	02/13/2016	Common Stock	4,57
Restricted Stock Units	(2)	02/13/2013		А	3,298	02/13/2016 <u>(4)</u>	02/13/2016	Common Stock	3,29

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting of the Funct / Functions	Director	10% Owner	Officer	Other			
SANTONA GLORIA MCDONALD'S CORPORATION 2915 JORIE BOULEVARD OAK BROOK, IL 60523			Corp Exec VP, Gen Coun, Secy				
Signatures							
/s/ Christopher Weber.		_					

/s/ Christopher Weber, 02/15/2013 Attorney-in-fact

**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.

Each restricted stock unit (RSU) represents a right to acquire one share of McDonald's Corporation common stock. Upon vesting, payout under the RSUs will be in the form of shares or, at the discretion of the Compensation Committee of the Board of Directors, 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

- (2) 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.
- (3) Subject to performance vesting condition based on diluted earnings per share growth.
- Subject to performance vesting condition based on operating income growth, return on incremental invested capital and total shareholder(4) return, 50% of the award will vest upon the date shown and the remaining 50% of the award is eligible to vest upon the reporting person's separation from the Company.

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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.