

MCDONALDS CORP  
Form 8-K  
June 18, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): June 14, 2012**

**McDONALD S CORPORATION**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**

**of Incorporation)**

**1-5231**  
**(Commission**

**File Number)**

**36-2361282**  
**(IRS Employer**

**Identification No.)**

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**One McDonald s Plaza**

**Oak Brook, Illinois**  
(Address of Principal Executive Offices)

(Registrant s telephone number, including area code): (630) 623-3000

**60523**  
(Zip Code)

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On June 14, 2012, the Compensation Committee (the Committee) of the Board of Directors of McDonald's Corporation (the Company) granted stock options to Donald Thompson, President and Chief Operating Officer, in connection with Mr. Thompson's promotion to President and Chief Executive Officer, effective July 1, 2012. The grant was made pursuant to the terms and conditions of the Company's 2012 Omnibus Stock Ownership Plan. The grant will become effective as of June 29, 2012 (the Effective Date) and is contingent upon Mr. Thompson assuming the role of President and Chief Executive Officer on July 1, 2012.

The number of shares subject to the stock options Mr. Thompson was granted will be determined by dividing \$3,000,000 by twenty percent (20%) of the fair market value of a share of Company stock (the Fair Market Value) on the Effective Date and rounding up to the nearest whole number of shares. Each stock option will have an exercise price equal to the Fair Market Value on the Effective Date. The stock options become exercisable in four equal installments on each of the first four anniversaries of the Effective Date, contingent upon Mr. Thompson's continued employment by the Company on each such vesting date, and expire on the tenth anniversary of the Effective Date.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**McDONALD S CORPORATION**

(Registrant)

Date: June 18, 2012

By: /s/ Denise A. Horne  
Denise A. Horne  
Corporate Vice President -  
Associate General Counsel and Assistant Secretary