#### NEWELL KEVIN L

Form 4

February 14, 2012

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading
NEWELL KEVIN L	Symbol
	MCDONALDS CORP [MCD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 02/11/2012

Director 10% Owner \_X\_\_ Officer (give title \_ Other (specify

below) below)

Corp Exec VP, Brand Officer

MCDONALD'S CORPORATION, 2915 JORIE

**BOULEVARD** 

(Street)

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

#### OAK BROOK, IL 60523

(City)	(State) (	State) (Zip) 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 for(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	02/11/2012		M	1,262	A	\$ 0	1,330	D	
Common Stock	02/11/2012		F	416	D	\$ 99.47	914	D	
Common Stock	02/14/2012		S	838	D	\$ 99.39	76	D	
Common Stock							445.28	I	Profit Sharing Plan

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. 5. Number Transaction Derivative		6. Date Exercise Expiration Date		7. Title and Amount of Underlying Securities		
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month Day) Tear)	(Month/Day/Year)	Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Y		(Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Restricted Stock Units	(1)	02/11/2012		M		1,262	02/11/2012	02/11/2012	Common Stock	1,262
Phantom Stock	(2)						<u>(3)</u>	<u>(3)</u>	Common Stock	3,475.96

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

NEWELL KEVIN L MCDONALD'S CORPORATION 2915 JORIE BOULEVARD OAK BROOK, IL 60523

Corp Exec VP, Brand Officer

### **Signatures**

/s/ Christopher Weber,
Attorney-in-fact
02/14/2012

\*\*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) Each restricted stock unit represents a right to acquire one share of McDonald's Corporation common stock.
- (2) Each share of phantom stock represents a right to receive the cash value of one share of McDonald's Corporation common stock.
- (3) 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.

Reporting Owners 2

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