

MCDONALDS CORP
Form 3
March 07, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | |
|---|--------------------------------------|--|
| 1. Name and Address of Reporting Person * | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol |
| Â Krulewitch Jerome N | (Month/Day/Year) 03/04/2017 | MCDONALDS CORP [MCD] |
| (Last) (First) (Middle) | | |
| | | 4. Relationship of Reporting Person(s) to Issuer |
| | | 5. If Amendment, Date Original Filed(Month/Day/Year) |

MCDONALD'S CORPORATION,Â 2915 JORIE BOULEVARD

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
EVP, Gen Counsel and Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

OAK BROOK,Â ILÂ 60523

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 2,682.43 | I | Profit Sharing Plan |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|------------------------|---------------------------|-----------------|--------------|----------------------------|---------------|---------------------------------------|----------------------------|
| Options (Right to Buy) | Â <u>(1)</u> | 02/09/2021 | Common Stock | 11,755 | \$ 75.93 | D | Â |
| Options (Right to Buy) | Â <u>(1)</u> | 02/08/2022 | Common Stock | 18,384 | \$ 100.05 | D | Â |
| Options (Right to Buy) | Â <u>(1)</u> | 02/13/2023 | Common Stock | 9,309 | \$ 94 | D | Â |
| Options (Right to Buy) | Â <u>(1)</u> | 02/12/2024 | Common Stock | 10,012 | \$ 94.89 | D | Â |
| Options (Right to Buy) | Â <u>(1)</u> | 03/16/2025 | Common Stock | 10,594 | \$ 97.15 | D | Â |
| Options (Right to Buy) | Â <u>(1)</u> | 02/11/2026 | Common Stock | 14,278 | \$ 116.73 | D | Â |
| Restricted Stock Units | 03/16/2018 | 03/16/2018 | Common Stock | 3,347 | \$ <u>(2)</u> | D | Â |
| Restricted Stock Units | 02/11/2019 ⁽³⁾ | 02/11/2019 | Common Stock | 2,142 ⁽³⁾ | \$ <u>(2)</u> | D | Â |
| Phantom Stock | Â <u>(4)</u> | Â <u>(4)</u> | Common Stock | 8,069.97 | \$ <u>(5)</u> | I | Non-Qualified Benefit Plan |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Krulewitch Jerome N MCDONALD'S CORPORATION 2915 JORIE BOULEVARD OAK BROOK, IL 60523 | Â | Â | Â EVP, Gen Counsel and Secretary | Â |

Signatures

/s/ Jeffrey J. Pochowicz,
Attorney-in-fact

03/07/2017

 Signature of Reporting Person

 Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 shares of common stock.

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- Subject to performance-based vesting conditions linked to net income growth and return on incremental invested capital ("ROIIC") for the period of January 1, 2016 through December 31, 2018 (the "Performance Period"). If McDonald's Corporation satisfies both the net
- (3) income 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 Performance Period. The number of RSUs earned will range from 50% to 150% of the target number of RSUs granted.
 - (4) Shares of phantom stock are payable in cash following the reporting person's separation from service with McDonald's Corporation.
 - (5) Each share of phantom stock represents a right to receive the cash value of one share of McDonald's Corporation common stock.

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Remarks:

ExhibitÂ 24:Â PowerÂ ofÂ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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