

Fairhurst David Ogden
Form 4
February 06, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fairhurst David Ogden

(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)
02/05/2019

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 ____ Other (specify
below) below)

EVP & Chief People Officer

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 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 (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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		
Common Stock	02/05/2019		M		8,962	A	\$ 63.25	12,110	D
Common Stock	02/05/2019		M		8,298	A	\$ 75.93	20,408	D
Common Stock	02/05/2019		M		9,796	A	\$ 100.05	30,204	D
Common Stock	02/05/2019		M		7,979	A	\$ 94	38,183	D
Common Stock	02/05/2019		M		8,695	A	\$ 94.89	46,878	D

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Common Stock	02/05/2019	M	7,946	A	\$ 97.15	54,824	D
Common Stock	02/05/2019	M	15,349	A	\$ 116.73	70,173	D
Common Stock	02/05/2019	M	9,386	A	\$ 128.09	79,559	D
Common Stock	02/05/2019	S	76,411	D	\$ 178.25 (1)	3,148	D

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

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SEC 1474
(9-02)

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 Securities (Instr. 3 and 4)		8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		Amount or Number of Shares
Options (Right to Buy)	\$ 63.25	02/05/2019		M	8,962	(2)	02/10/2020	Common Stock		8,962
Options (Right to Buy)	\$ 75.93	02/05/2019		M	8,298	(2)	02/09/2021	Common Stock		8,298
Options (Right to Buy)	\$ 100.05	02/05/2019		M	9,796	(2)	02/08/2022	Common Stock		9,796
Options (Right to Buy)	\$ 94	02/05/2019		M	7,979	(2)	02/13/2023	Common Stock		7,979
Options (Right to Buy)	\$ 94.89	02/05/2019		M	791	(2)	02/12/2024	Common Stock		791
	\$ 94.89	02/05/2019		M	7,904	(2)	02/12/2024			7,904

Options (Right to Buy)								Common Stock	
Options (Right to Buy)	\$ 97.15	02/05/2019	M	7,946	(2)	03/16/2025	Common Stock	7,946	
Options (Right to Buy)	\$ 116.73	02/05/2019	M	15,349	(2)	02/11/2026	Common Stock	15,349	
Options (Right to Buy)	\$ 128.09	02/05/2019	M	9,386	(2)	03/08/2027	Common Stock	9,386	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fairhurst David Ogden MCDONALD'S CORPORATION 110 NORTH CARPENTER STREET CHICAGO, IL 60607			EVP & Chief People Officer	

Signatures

/s/ Christopher Weber,
Attorney-in-fact

02/06/2019

__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).

This transaction was executed in multiple trades at prices ranging from \$178.00 to \$179.39 per share. The price reported represents the
(1) weighted average sales price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.

(2) Options become exercisable in 25% increments on the first, second, third and fourth anniversary dates of the grant.

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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