

MCDONALDS CORP  
 Form 4  
 February 16, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 SANTONA GLORIA

(Last) (First) (Middle)

MCDONALD'S CORPORATION, 2915 JORIE BOULEVARD

(Street)

OAK BROOK, IL 60523

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 MCDONALDS CORP [MCD]

3. Date of Earliest Transaction (Month/Day/Year)  
 02/11/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Corp Exec VP, Gen Coun, Secy

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	02/13/2016		M	A	751 \$ 0	62,168	D
Common Stock	02/13/2016		F	D	344 \$ 117.93	61,824	D

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

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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 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 0% to 200% of the target number of RSUs granted.

(3) Each RSU represents a right to acquire one share of McDonald's Corporation common stock. As a result of the Company's performance against the performance-based vesting condition, the reporting person vested in 16.41% of the original grant of 4,575 RSUs, and the remaining 3,824 RSUs were forfeited.

(4) Each RSU represents a right to acquire one share of McDonald's Corporation common stock. As a result of the Company's performance against the performance-based vesting condition, the reporting person vested in 0.00% of the original grant of 3,298 RSUs; therefore, all 3,298 RSUs were forfeited.

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.