Edgar Filing: SANTONA GLORIA - Form 4

SANTONA GLOB Form 4												
February 12, 2010		TATES SI	ECURI	TIES AI	ND EXC	HAN	NGE (COMMISSION		PPROVAL		
Check this box	Washington, D.C. 20549								Number: Expires:	3235-0287 January 31,		
if no longer subject to Section 16. Form 4 or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Estimated a	Estimated average burden hours per		
Form 5 obligations may continue. <i>See</i> Instruction 1(b).	·	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 Respon	ses)											
1. Name and Address of Reporting Person [*] SANTONA GLORIA			2. Issuer Name and Ticker or Trading Symbol MCDONALDS CORP [MCD]				g	5. Relationship of Reporting Person(s) to Issuer				
(Last) (F	First) (M		3. Date of Earliest Transaction (Check					ck all applicable	k all applicable)			
MCDONALD'S CORPORATION BOULEVARD	I, 2915 JORI	02	10nth/Da <u>y</u> 2/10/201					Director X_Officer (give below) Corp Exec				
(S	Street)	Filed(Month/Day/Year) A					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
OAK BROOK, II	L 60523							Form filed by M Person	More than One Re	porting		
(City) (S	State) (2	Zip)	Table	I - Non-De	erivative S	ecurit	ties Aco	quired, Disposed o	f, or Beneficial	ly Owned		
	ransaction Date nth/Day/Year)	2A. Deemec Execution D any (Month/Day	Date, if //Year)	Code (Instr. 8)	4. Securit mAcquired Disposed (Instr. 3, 4	(A) of of (D) 4 and (A) or) 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)		
Common Stock				Code V	Amount	(D)	Price	60,029	D			

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Options (Right to Buy)	\$ 63.25	02/10/2010		А	24,064	<u>(1)</u>	02/10/2020	Common Stock	24,0
Restricted Stock Units	(2)	02/10/2010		А	3,439	02/10/2013 <u>(3)</u>	02/10/2013	Common Stock	3,43

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SANTONA GLORIA MCDONALD'S CORPORATION 2915 JORIE BOULEVARD OAK BROOK, IL 60523			Corp Exec VP, Gen Coun, Secy				
Signatures							
/s/ Christopher Weber, Attorney-in-fact	02/12/2010	0					
**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) 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

- (2) under the RSUs will be in the form of shares of, at the discretion of the Compensation Committee of the Board of Directors, the easi 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.
- (3) Contain performance vesting condition based on diluted earnings per share growth during the performance period.

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.