

KOZIOL KENNETH M

Form 3

February 06, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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 *

Â KOZIOL KENNETH M

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

02/01/2013

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

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

___ Director ___ 10% Owner

X Officer ___ Other

(give title below) (specify below)

Corp Exec VP Chf Restr 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

MCDONALD'S
CORPORATION,Â 2915 JORIE
BOULEVARD

(Street)

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

8

D

Â

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

SEC 1473 (7-02)

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

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 ⁽¹⁾	02/16/2014	Common Stock	12,500	\$ 26.63	D	Â
Options (Right to Buy)	Â ⁽¹⁾	05/20/2014	Common Stock	12,500	\$ 25.31	D	Â
Options (Right to Buy)	Â ⁽¹⁾	02/16/2015	Common Stock	14,812	\$ 32.6	D	Â
Options (Right to Buy)	Â ⁽¹⁾	02/14/2016	Common Stock	11,542	\$ 36.37	D	Â
Options (Right to Buy)	Â ⁽¹⁾	02/14/2017	Common Stock	7,995	\$ 45.02	D	Â
Options (Right to Buy)	Â ⁽¹⁾	02/13/2018	Common Stock	11,123	\$ 56.64	D	Â
Options (Right to Buy)	Â ⁽¹⁾	02/11/2019	Common Stock	12,875	\$ 57.08	D	Â
Options (Right to Buy)	Â ⁽¹⁾	02/10/2020	Common Stock	11,617	\$ 63.25	D	Â
Options (Right to Buy)	Â ⁽¹⁾	02/09/2021	Common Stock	9,680	\$ 75.93	D	Â
Options (Right to Buy)	Â ⁽¹⁾	02/08/2022	Common Stock	11,370	\$ 100.05	D	Â
Restricted Stock Units	02/10/2013	02/10/2013	Common Stock	1,661	\$ ⁽²⁾	D	Â
Restricted Stock Units	02/09/2014	02/09/2014	Common Stock	1,383	\$ ⁽²⁾	D	Â
Restricted Stock Units	02/08/2015	02/08/2015	Common Stock	975	\$ ⁽²⁾	D	Â
Phantom Stock	Â ⁽³⁾	Â ⁽³⁾	Common Stock	13,466.13	\$ ⁽⁴⁾	I	Non-Qualified Benefit Plan

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
KOZIOL KENNETH M MCDONALD'S CORPORATION 2915 JORIE BOULEVARD OAK BROOK, IL 60523	Â	Â	Â Corp Exec VP Chf Restr Officer		Â

Signatures

/s/ Kenneth M.
Koziol

02/01/2013

__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 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.

(3) Shares of phantom stock are payable in cash following the reporting person's separation from service with McDonald's.

(4) Each share of phantom stock represents the right to receive the cash value of one share of McDonald's Corporation common stock.

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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