

STONE ROGER W
Form 4
January 04, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
STONE ROGER W

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

KAPSTONE PAPER & PKG.
CORP., 1101 SKOKIE
BOULEVARD, SUITE 300

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

NORTHBROOK, IL 60062

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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.

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Security
------------------------	---------------	--------------------------------------	-------------------------------	----------------	------------------------------------	---	--

Edgar Filing: STONE ROGER W - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Num Sha	
Options (Right to Buy)	\$ 28.5	09/17/2010	G ⁽¹⁾	V		3,000		<u>(2)</u>	05/17/2011	Common Stock	
Options (Right to Buy)	\$ 30.4	09/17/2010	G ⁽¹⁾	V		5,000		<u>(2)</u>	05/23/2012	Common Stock	
Options (Right to Buy)	\$ 17.5	09/17/2010	G ⁽¹⁾	V		5,000		<u>(2)</u>	05/22/2013	Common Stock	
Options (Right to Buy)	\$ 25.31	09/17/2010	G ⁽¹⁾	V		5,000		<u>(2)</u>	05/20/2014	Common Stock	
Options (Right to Buy)	\$ 28.5	09/17/2010	G ⁽¹⁾	V	3,000			<u>(2)</u>	05/17/2011	Common Stock	
Options (Right to Buy)	\$ 30.4	09/17/2010	G ⁽¹⁾	V	5,000			<u>(2)</u>	05/23/2012	Common Stock	
Options (Right to Buy)	\$ 17.5	09/17/2010	G ⁽¹⁾	V	5,000			<u>(2)</u>	05/22/2013	Common Stock	
Options (Right to Buy)	\$ 25.31	09/17/2010	G ⁽¹⁾	V	5,000			<u>(2)</u>	05/20/2014	Common Stock	
Phantom Stock	<u>(3)</u>	12/31/2010	A ⁽⁴⁾		1,986,711			<u>(5)</u>	<u>(5)</u>	Common Stock	1,9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STONE ROGER W KAPSTONE PAPER & PKG. CORP. 1101 SKOKIE BOULEVARD, SUITE 300 NORTHBROOK, IL 60062	X			

Signatures

/s/ Christopher Weber,
Attorney-in-fact

01/04/2011

__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) The reporting person transferred this option as a gift to a revocable trust of which the reporting person is trustee.
- (2) Options became exercisable in 33% increments on the first, second and third anniversary dates of the grant.
- (3) Each share of phantom stock is the economic equivalent of one share of common stock and shall be settled in cash, pursuant to the Directors' Deferred Compensation Plan (the "Plan").
- (4) Acquisition of phantom stock pursuant to the Plan in transaction exempt under Rule 16b-3(d)(1). Amount represents deferred compensation.
- (5) Payment of phantom stock may be deferred until the earlier of the director's retirement date or other termination from the Board or a specific future date pursuant to an election.
- (6) Includes shares acquired through dividend reinvestment.

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.