

STONE ROGER W  
Form 4  
January 04, 2011

**FORM 4**

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

OMB APPROVAL

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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

(Last) (First) (Middle)

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

(Street)

NORTHBROOK, IL 60062

(City) (State) (Zip)

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

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

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)

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 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.

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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 | 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 |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|------------------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|------------------------------------|---|--|

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| 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 <sup>(1)</sup> | V |  | 3,000 |                  | <u>(2)</u>      | 05/17/2011       | Common Stock |     |
| Options (Right to Buy) | \$ 30.4                                  | 09/17/2010           | G <sup>(1)</sup> | V |  | 5,000 |                  | <u>(2)</u>      | 05/23/2012       | Common Stock |     |
| Options (Right to Buy) | \$ 17.5                                  | 09/17/2010           | G <sup>(1)</sup> | V |  | 5,000 |                  | <u>(2)</u>      | 05/22/2013       | Common Stock |     |
| Options (Right to Buy) | \$ 25.31                                 | 09/17/2010           | G <sup>(1)</sup> | V |  | 5,000 |                  | <u>(2)</u>      | 05/20/2014       | Common Stock |     |
| Options (Right to Buy) | \$ 28.5                                  | 09/17/2010           | G <sup>(1)</sup> | V | 3,000  |       |                  | <u>(2)</u>      | 05/17/2011       | Common Stock |     |
| Options (Right to Buy) | \$ 30.4                                  | 09/17/2010           | G <sup>(1)</sup> | V | 5,000  |       |                  | <u>(2)</u>      | 05/23/2012       | Common Stock |     |
| Options (Right to Buy) | \$ 17.5                                  | 09/17/2010           | G <sup>(1)</sup> | V | 5,000  |       |                  | <u>(2)</u>      | 05/22/2013       | Common Stock |     |
| Options (Right to Buy) | \$ 25.31                                 | 09/17/2010           | G <sup>(1)</sup> | V | 5,000  |       |                  | <u>(2)</u>      | 05/20/2014       | Common Stock |     |
| Phantom Stock          | <u>(3)</u>                               | 12/31/2010           | A <sup>(4)</sup> |   | 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<br>KAPSTONE PAPER & PKG. CORP.<br>1101 SKOKIE BOULEVARD, SUITE 300<br>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.

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