

MASSEY WALTER E
Form 4
February 14, 2007

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 *
MASSEY WALTER E

(Last) (First) (Middle)

MOREHOUSE COLLEGE, 830
WESTVIEW DRIVE, S.W.

(Street)

ATLANTA, GA 30314

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2007

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)		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)
				Code	V Amount or Price			
Common Stock	02/13/2007		M	4,000	A \$ 32.9685	4,000	D	
Common Stock	02/13/2007		M	3,000	A \$ 38.625	7,000	D	
Common Stock	02/13/2007		M	3,000	A \$ 28.5	10,000	D	
Common Stock	02/13/2007		M	3,334	A \$ 25.31	13,334	D	
Common Stock	02/13/2007		M	3,000	A \$ 40.0625	16,334	D	

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Common Stock	02/13/2007	M	5,000	A	\$ 30.4	21,334	D
Common Stock	02/13/2007	M	5,000	A	\$ 17.5	26,334	D
Common Stock	02/13/2007	S	13,334	D	\$ 44.86	13,000	D
Common Stock	02/13/2007	S	6,300	D	\$ 44.87	6,700	D
Common Stock	02/13/2007	S	1,890	D	\$ 44.88	4,810	D

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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. Transaction Code (Instr. 8)	5. Number of Derivative 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 of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Options (Right to Buy)	\$ 32.9685	02/13/2007		M	4,000	<u>(1)</u> 05/21/2008	Common Stock	4,000
Options (Right to Buy)	\$ 38.625	02/13/2007		M	3,000	<u>(1)</u> 05/18/2010	Common Stock	3,000
Options (Right to Buy)	\$ 28.5	02/13/2007		M	3,000	<u>(1)</u> 05/17/2011	Common Stock	3,000
Options (Right to Buy)	\$ 25.31	02/13/2007		M	3,334	<u>(1)</u> 05/20/2014	Common Stock	3,334
Options (Right to Buy)	\$ 40.0625	02/13/2007		M	3,000	<u>(1)</u> 05/20/2009	Common Stock	3,000

Buy)

Options (Right to Buy)	\$ 30.4	02/13/2007		M	5,000	<u>(1)</u>	05/23/2012	Common Stock	5,000	\$
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Options (Right to Buy)	\$ 17.5	02/13/2007		M	5,000	<u>(1)</u>	05/22/2013	Common Stock	5,000	\$
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

MASSEY WALTER E MOREHOUSE COLLEGE 830 WESTVIEW DRIVE, S.W. ATLANTA, GA 30314	X
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Signatures

/s/ Carol A. Vix, Attorney-in-fact	02/14/2007
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**Signature of Reporting Person	Date
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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 33% increments on the first, second and third anniversary dates of the grant.

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.