

MCDONALDS CORP
Form 4
February 12, 2008

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 *
Stratton Jeffrey P

(Last) (First) (Middle)

MCDONALD'S CORPORATION, 2915 JORIE BOULEVARD

(Street)

OAK BROOK, IL 60523

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/12/2008

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)
Corp Executive Vice President

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code V | Amount | | |
| Common Stock | 02/12/2008 | | M | A | \$ 26,400 | | D |
| Common Stock | 02/12/2008 | | M | A | \$ 32.6 30,847 | | D |
| Common Stock | 02/12/2008 | | S | D | \$ 56.53 22,347 | | D |
| Common Stock | 02/12/2008 | | S | D | \$ 56.52 21,247 | | D |
| Common Stock | 02/12/2008 | | S | D | \$ 56.51 21,147 | | D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|----------------------------|
| Common Stock | 02/12/2008 | S | 9,400 | D | \$ 56.5 | 11,747 | D | |
| Common Stock | 02/12/2008 | S | 200 | D | \$ 56.49 | 11,547 | D | |
| Common Stock | 02/12/2008 | S | 1,200 | D | \$ 56.48 | 10,347 | D | |
| Common Stock | 02/12/2008 | S | 3,600 | D | \$ 56.47 | 6,747 | D | |
| Common Stock | 02/12/2008 | S | 5,330 | D | \$ 56.46 | 1,417 | D | |
| Common Stock | 02/12/2008 | S | 1,200 | D | \$ 56.45 | 217 | D | |
| Common Stock | | | | | | 9,237 | I | Profit Sharing Plan |
| Common Stock | | | | | | 6 | I | By Children |
| Common Stock | | | | | | 191 | I | Non-Qualified Benefit Plan |

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.

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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) | \$ 35.25 | 02/12/2008 | | M | 26,400 | ⁽¹⁾ 03/21/2013 | Common Stock | 26,400 |
| Options (Right to Buy) | \$ 32.6 | 02/12/2008 | | M | 4,230 | ⁽¹⁾ 02/16/2015 | Common Stock | 4,230 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Stratton Jeffrey P MCDONALD'S CORPORATION 2915 JORIE BOULEVARD OAK BROOK, IL 60523 | | | Corp Executive Vice President | |

Signatures

/s/ Denise A. Horne,
Attorney-in-fact

02/12/2008

__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.

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