JACKSON JEANNE P Form 4 July 02, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. See Instruction 1(b).

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * JACKSON JEANNE P

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Middle)

(Zip)

(Month/Day/Year)

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

MCDONALDS CORP [MCD] 3. Date of Earliest Transaction

below)

10% Owner

Other (specify

Indirect

Beneficial

Ownership

(Instr. 4)

537 NEWPORT CENTER

DRIVE, #306

(City)

(Instr. 3)

(Last)

(Month/Day/Year)

06/30/2008

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X_ Director

Officer (give title

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEWPORT BEACH, CA 92660

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4)

D

Reported Transaction(s) (Instr. 3 and 4)

Common Stock

Code V Amount (D) Price

(A)

or

2,250

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

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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. Transac Code (Instr. 8	Securitie Acquired Disposed	Disposed of (D) (Instr. 3, 4, and				Amount of Securities 4)	8 1 9 (
				Code '	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(1)</u>	06/30/2008		A(2)	506.93	7	<u>(3)</u>	<u>(3)</u>	Common Stock	506.937	

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
JACKSON JEANNE P 537 NEWPORT CENTER DRIVE #306 NEWPORT BEACH, CA 92660	X						

Signatures

/s/ Christopher Weber,
Attorney-in-fact
07/02/2008

**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) Acquisition of phantom stock pursuant to the Directors' Deferred Compensation Plan (the "Plan"). Each share of phantom stock is the economic equivalent of one share of common stock and shall be settled in cash, pursuant to the Plan.
- (2) Acquisition of phantom stock pursuant to the Plan in transaction exempt under Rule 16b-3(d)(1). Amount represents deferred compensation.
- (3) 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.

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.

Reporting Owners 2