Edgar Filing: MCDONALDS CORP - Form 4

| MCDONALDS C | CORP | | | | | | | | | | | |
|--|---|---------------|------------|----------------------------|--|--|--|--|---|--|--|--|
| Form 4 | | | | | | | | | | | | |
| July 02, 2008 | | | | | | | | | PPROVAL | | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | | 3235-0287 | | | |
| Check this box | | | | | | | | Expires: | January 31, | | | |
| if no longer subject to Section 16. Form 4 or | | | | | | | | Estimated burden hou response | urs per | | | |
| Form 5 obligations may continue. <i>See</i> Instruction 1(b). | Section 17(| a) of the I | Public U | Jtility Hol | lding Co | | nge Act of 1934, of 1935 or Sectio 940 | on | | | | |
| (Print or Type Respondence) | nses) | | | | | | | | | | | |
| 1. Name and Addres | 2. Issuer Name and Ticker or Trading Symbol MCDONALDS CORP [MCD] | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | | | | |
| (7 .)) | | | | | - | - | (Check all applicable) | | | | | |
| (Last) | (First) (1 | Middle) | | of Earliest T Day/Year) | ransaction | | X_ Director 10% Owner | | | | | |
| THE PROCTER COMPANY, ON GAMBLE PLAZ | NE PROCTE | | 06/30/2 | - | | | Officer (giv below) | e title ${\text{below}}$ Oth | ner (specify | | | |
| | | | | endment, D onth/Day/Yea | - | al | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | | | |
| | | (7.) | | | | | Person | | | | | |
| (City) (| (State) | (Zip) | Tab | | Derivative | e Securities A | cquired, Disposed | of, or Beneficia | lly Owned | | | |
| | ansaction Date th/Day/Year) | Execution any | Date, if | Code (Instr. 8) | 4. Securit onAcquired Disposed (Instr. 3, Amount | (A) or l of (D) 4 and 5) (A) or | Securities Beneficially Owned | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
| Reminder: Report on | a sanarata lina | for each cl | ass of sec | urities bene | ficially on | uned directly (| or indirectly | | | | | |
| Kenninder, Keport on | | | | unues delle | Perso inforr requi | ons who res nation cont red to resp ays a curre | spond to the colle ained in this form ond unless the for ntly valid OMB co | i are not rm | SEC 1474 (9-02) | | | |
| | Tabl | | | | | sposed of, or convertible : | Beneficially Owned securities) | I | | | | |

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and | 7. Title and Amount of | 8. Pr |
|-------------|------------|---------------------|--------------------|-----------|--------------|-------------------------|------------------------|-------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orDerivative | Expiration Date | Underlying Securities | Deri |

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| Security (Instr. 3) | or Exercise Price of Derivative Security | | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5) | | /Year) | (Instr. 3 and | 4) | Secu (Inst |
|------------------------|---|------------|-------------------------|--------------------|--|------------------------|--------------------|-----------------|-------------------------------------|---------------|
| | | | | Code V | (A) (I | D) Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Stock | <u>(1)</u> | 06/30/2008 | | A <u>(2)</u> | 171.52 | <u>(3)</u> | (3) | Common Stock | 171.52 | \$ 5 |

Relationships

10% Owner Officer Other

Reporting Owners

Reporting Owner Name / Address Director ARNOLD SUSAN E THE PROCTER & GAMBLE COMPANY **ONE PROCTER & GAMBLE PLAZA** CINCINNATI, OH 45201

Signatures

/s/ Christopher Weber, Attorney-in-fact

**Signature of Reporting Person

07/02/2008 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).
- Acquisition of phantom stock pursuant to the Directors' Deferred Compensation Plan (the "Plan"). Each share of phantom stock is the (1) economic equivalent of one share of common stock and shall be settled in cash, pursuant to the Plan.
- Acquisition of phantom stock pursuant to the Plan in transaction exempt under Rule 16b-3(d)(1). Amount represents deferred (2)compensation.
- Payment of phantom stock may be deferred until the earlier of the director's retirement date or other termination from the Board or a (3)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.