

MCDONALDS CORP  
Form 8-K  
December 10, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K**  
**CURRENT REPORT PURSUANT TO**  
**SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): December 8, 2010

**McDONALD S CORPORATION**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-5231**  
(Commission  
File Number)

**36-2361282**  
(IRS Employer  
Identification No.)

**One McDonald s Plaza**  
**Oak Brook, Illinois**

(Address of Principal Executive Offices)

**60523**

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(Zip Code)

**(630) 623-3000**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On December 8, 2010, McDonald's Corporation, a Delaware corporation, (the "Company") executed and filed a Certificate of Elimination of Series A Junior Participating Preferred Stock, without par value, (the "Junior Preferred Stock") with the Secretary of State of Delaware ("Secretary of State"), thereby removing the Certificate of Designations of the Junior Preferred Stock from the Company's Restated Certificate of Incorporation. The Certificate of Elimination became effective upon filing. The Junior Preferred Stock was created pursuant to the Company's Rights Agreement entered into between the Company and The First National Bank of Chicago, as successor rights agent, on December 13, 1988, as amended (the "Rights Agreement"). The Rights Agreement expired in accordance with its terms on December 28, 1998 and was not renewed. No shares of the Junior Preferred Stock were issued or outstanding upon filing of the Certificate of Elimination. A copy of the Certificate of Elimination is attached hereto as Exhibit 3.1 and is incorporated into this Item 5.03 by reference.

Also on December 8, 2010, the Company filed with the Secretary of State of Delaware a Restated Certificate of Incorporation as adopted by the Board of Directors of the Company. The Restated Certificate of Incorporation, which was effective upon filing, does not further amend the Company's Restated Certificate of Incorporation and only restates and integrates into a single instrument all prior amendments to the Company's Restated Certificate of Incorporation. A copy of the Restated Certificate of Incorporation is attached hereto as Exhibit 3.2 and is incorporated into this Item 5.03 by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

<u>Exhibit</u> <u>No.</u>	<u>Description</u>
3.1	Certificate of Elimination filed with the Secretary of State of Delaware on December 8, 2010.
3.2	Restated Certificate of Incorporation of McDonald's Corporation filed with the Secretary of State of Delaware on December 8, 2010.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**McDONALD S CORPORATION**  
(Registrant)

Date: December 10, 2010

By: /s/ Denise A. Horne  
Denise A. Horne  
Corporate Vice President -

Associate General Counsel and Assistant Secretary

Exhibit Index

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