

MCDONALDS CORP
Form 4
March 13, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Fenton Timothy J

(Last) (First) (Middle)

MCDONALD'S APMEA, RBS
TOWER, 1 MATHESON ST.

(Street)

CAUSEWAY BAY, K3 00000

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/11/2008

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)
President, McDonald's APMEA

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--------|---|--|
| | | | | (A) or (D) | Price | | | | | |
| Common Stock | 03/11/2008 | | M | V | 25,000 | A | \$ 28.75 | 64,642 | D | |
| Common Stock | 03/11/2008 | | S | | 2,000 | D | \$ 54.08 | 62,642 | D | |
| Common Stock | 03/11/2008 | | S | | 3,200 | D | \$ 54.07 | 59,442 | D | |
| Common Stock | 03/11/2008 | | S | | 650 | D | \$ 54.06 | 58,792 | D | |
| Common Stock | 03/11/2008 | | S | | 1,600 | D | \$ 54.05 | 57,192 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 03/11/2008 | S | 300 | D | \$ 54.04 | 56,892 | D |
| Common Stock | 03/11/2008 | S | 2,800 | D | \$ 54.02 | 54,092 | D |
| Common Stock | 03/11/2008 | S | 4,500 | D | \$ 54.01 | 49,592 | D |
| Common Stock | 03/11/2008 | S | 4,228 | D | \$ 54 | 45,364 | D |
| Common Stock | 03/11/2008 | S | 400 | D | \$ 53.99 | 44,964 | D |
| Common Stock | 03/11/2008 | S | 3,280 | D | \$ 53.98 | 41,684 | D |
| Common Stock | 03/11/2008 | S | 1,792 | D | \$ 53.97 | 39,892 | D |
| Common Stock | 03/11/2008 | S | 250 | D | \$ 53.96 | 39,642 | D |
| Common Stock | 03/11/2008 | S | 400 | D | \$ 54.44 | 39,242 | D |
| Common Stock | 03/11/2008 | S | 2,004 | D | \$ 54.43 | 37,238 | D |
| Common Stock | 03/11/2008 | S | 400 | D | \$ 54.42 | 36,838 | D |
| Common Stock | 03/11/2008 | S | 2,500 | D | \$ 54.41 | 34,338 | D |
| Common Stock | 03/11/2008 | S | 900 | D | \$ 54.4 | 33,438 | D |

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

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SEC 1474
(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. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| | | | | Code | V (A) (D) | | Title | |

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| | | | | | | Date Exercisable | Expiration Date | | Amount or Number of Shares |
|------------------------------|----------|------------|---|--------|-----|---------------------|--------------------|--------|-------------------------------------|
| Options (Right to Buy) | \$ 28.75 | 03/11/2008 | M | 25,000 | (1) | 03/20/2012 | Common Stock | 25,000 | |
| Phantom Stock | (2) | | | | (3) | (3) | Common Stock | 9,487 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fenton Timothy J MCDONALD'S APMEA RBS TOWER, 1 MATHESON ST. CAUSEWAY BAY, K3 00000 | | | President, McDonald's APMEA | |

Signatures

/s/ Christopher Weber,
Attorney-in-fact

03/13/2008

__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.
- (2) Each share of phantom stock represents the right to receive the cash value of one share of McDonald's Corporation common stock.
- (3) Shares of phantom stock are payable in cash following the reporting person's separation from service with McDonald's.
- (4) Includes 9,419 shares previously reported in Table I as common stock held in a non-qualified plan.

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