

MCDONALDS CORP
 Form 4
 June 17, 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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Thompson Donald

(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)
 06/16/2008

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 USA

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)
			Code	V	Amount or Price		
Common Stock	06/16/2008		M		90,000 A \$ 28.75	96,241	D
Common Stock	06/16/2008		S		1,326 D \$ 59.69	94,915	D
Common Stock	06/16/2008		S		100 D \$ 59.645	94,815	D
Common Stock	06/16/2008		S		100 D \$ 59.5675	94,715	D
Common Stock	06/16/2008		S		2,499 D \$ 59.55	92,216	D

Edgar Filing: MCDONALDS CORP - Form 4

Common Stock	06/16/2008	S	2,984	D	\$ 59.56	89,232	D
Common Stock	06/16/2008	S	700	D	\$ 59.75	88,532	D
Common Stock	06/16/2008	S	1,700	D	\$ 59.67	86,832	D
Common Stock	06/16/2008	S	3,359	D	\$ 59.71	83,473	D
Common Stock	06/16/2008	S	1,000	D	\$ 59.73	82,473	D
Common Stock	06/16/2008	S	2,400	D	\$ 59.74	80,073	D
Common Stock	06/16/2008	S	1,200	D	\$ 59.76	78,873	D
Common Stock	06/16/2008	S	100	D	\$ 59.7575	78,773	D
Common Stock	06/16/2008	S	2,800	D	\$ 59.72	75,973	D
Common Stock	06/16/2008	S	3,100	D	\$ 59.7	72,873	D
Common Stock	06/16/2008	S	9,015	D	\$ 59.68	63,858	D
Common Stock	06/16/2008	S	2,485	D	\$ 59.66	61,373	D
Common Stock	06/16/2008	S	8,360	D	\$ 59.65	53,013	D
Common Stock	06/16/2008	S	5,800	D	\$ 59.64	47,213	D
Common Stock	06/16/2008	S	9,354	D	\$ 59.63	37,859	D
Common Stock	06/16/2008	S	4,431	D	\$ 59.62	33,428	D
Common Stock	06/16/2008	S	6,687	D	\$ 59.61	26,741	D
Common Stock	06/16/2008	S	2,908	D	\$ 59.6	23,833	D
Common Stock	06/16/2008	S	5,200	D	\$ 59.59	18,633	D
Common Stock	06/16/2008	S	7,539	D	\$ 59.57	11,094	D
	06/16/2008	S	4,853	D	\$ 59.58	6,241	D

Common
Stock

Common
Stock

8,644

I

Profit
Sharing
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.

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. Amount or Number of Shares
Options (Right to Buy)	\$ 28.75	06/16/2008		M	90,000	<u>(1)</u> 03/20/2012	Common Stock	90,000
Phantom Stock	<u>(2)</u>					<u>(3)</u> <u>(3)</u>	Common Stock	21,420

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thompson Donald MCDONALD'S CORPORATION 2915 JORIE BOULEVARD OAK BROOK, IL 60523			President, McDonald's USA	

Signatures

/s/ Donald Thompson 06/17/2008

**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.

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.