

SKINNER JAMES A

Form 4

February 10, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SKINNER JAMES A

(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)
02/09/2006

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) below)

Vice Chairman and CEO

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)
Common Stock	02/09/2006		M	95,000	A \$ 23.5	241,238	D
Common Stock	02/09/2006		S	24,200	D \$ 36.31	217,038	D
Common Stock	02/09/2006		S	1,400	D \$ 36.33	215,638	D
Common Stock	02/09/2006		S	1,600	D \$ 36.34	214,038	D
Common Stock	02/09/2006		S	2,300	D \$ 36.35	211,738	D

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Common Stock	02/09/2006	S	27,000	D	\$ 36.36	184,738	D	
Common Stock	02/09/2006	S	4,100	D	\$ 36.37	180,638	D	
Common Stock	02/09/2006	S	4,600	D	\$ 36.38	176,038	D	
Common Stock	02/09/2006	S	800	D	\$ 36.39	175,238	D	
Common Stock	02/09/2006	S	100	D	\$ 36.4	175,138	D	
Common Stock	02/09/2006	S	2,400	D	\$ 36.41	172,738	D	
Common Stock	02/09/2006	S	1,300	D	\$ 36.42	171,438	D	
Common Stock	02/09/2006	S	1,200	D	\$ 36.43	170,238	D	
Common Stock	02/09/2006	S	22,600	D	\$ 36.44	147,638	D	
Common Stock	02/09/2006	S	1,400	D	\$ 36.45	146,238	D	
Common Stock						54,073	I	Profit Sharing Plan
Common Stock						43,168	I	Non-Qualified Benefit Plan

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

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(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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title

Options (Right to Buy)	\$ 23.5	02/09/2006	M	95,000	<u>(1)</u>	03/18/2007	Common Stock	95,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SKINNER JAMES A MCDONALD'S CORPORATION 2915 JORIE BOULEVARD OAK BROOK, IL 60523	X		Vice Chairman and CEO	

Signatures

/s/ James A.
Skinner

02/10/2006

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 became exercisable in 25% increments on the first, third, fifth and seventh anniversary dates of the grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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