

MCDONALDS CORP
Form 4
June 12, 2008

FORM 4

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

OMB APPROVAL

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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 *
Armario Jose

(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)
06/10/2008

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)
Grp Pres, Canada & Lat America

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	(A) or (D)	Price
Common Stock ⁽¹⁾	06/10/2008		M		35,000	A	\$ 29.43
Common Stock	06/10/2008		M		28,500	A	\$ 26.63
Common Stock	06/10/2008		M		28,500	A	\$ 25.31
Common Stock	06/10/2008		S		1,300	D	\$ 60.33
Common Stock	06/10/2008		S		400	D	\$ 60.32

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Common Stock	06/10/2008	S	2,000	D	\$ 60.31	93,372	D
Common Stock	06/10/2008	S	1,200	D	\$ 60.3	92,172	D
Common Stock	06/10/2008	S	600	D	\$ 60.29	91,572	D
Common Stock	06/10/2008	S	6,300	D	\$ 60.28	85,272	D
Common Stock	06/10/2008	S	100	D	\$ 60.27	85,172	D
Common Stock	06/10/2008	S	200	D	\$ 60.26	84,972	D
Common Stock	06/10/2008	S	100	D	\$ 60.25	84,872	D
Common Stock	06/10/2008	S	1,800	D	\$ 60.23	83,072	D
Common Stock	06/10/2008	S	100	D	\$ 60.22	82,972	D
Common Stock	06/10/2008	S	100	D	\$ 60.21	82,872	D
Common Stock	06/10/2008	S	200	D	\$ 60.18	82,672	D
Common Stock	06/10/2008	S	100	D	\$ 60.17	82,572	D
Common Stock	06/10/2008	S	3,200	D	\$ 60.15	79,372	D
Common Stock	06/10/2008	S	2,600	D	\$ 60.14	76,772	D
Common Stock	06/10/2008	S	1,800	D	\$ 60.13	74,972	D
Common Stock	06/10/2008	D	4,400	D	\$ 60.12	70,572	D
Common Stock	06/10/2008	S	2,900	D	\$ 60.11	67,672	D
Common Stock	06/10/2008	S	9,200	D	\$ 60.1	58,472	D
Common Stock	06/10/2008	S	600	D	\$ 60.08	57,872	D
Common Stock	06/10/2008	S	1,300	D	\$ 60.07	56,572	D
	06/10/2008	S	1,600	D		54,972	D

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Common Stock						\$ 60.05		
Common Stock	06/10/2008		S	300	D	\$ 60.01	54,672	D
Common Stock	06/10/2008		S	1,300	D	\$ 60	53,372	D
Common Stock	06/10/2008		S	10,400	D	\$ 59.96	42,972	D
Common Stock	06/10/2008		S	10,172	D	\$ 59.95	32,800	D

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

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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)	\$ 29.43	06/10/2008		M	35,000	<u>(2)</u> 02/02/2011	Common Stock	35,000
Options (Right to Buy)	\$ 26.63	06/10/2008		M	28,500	<u>(2)</u> 02/16/2014	Common Stock	28,500
Options (Right to Buy)	\$ 25.31	06/10/2008		M	28,500	<u>(2)</u> 05/20/2014	Common Stock	28,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Armario Jose
MCDONALD'S CORPORATION
2915 JORIE BOULEVARD
OAK BROOK, IL 60523

Grp Pres,
Canada & Lat
America

Signatures

/s/ Christopher Weber,
Attorney-in-fact

06/11/2008

__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) First of two Forms 4 reporting transactions completed on June 10, 2008.
 - (2) Options become exercisable in 25% increments on the first, second, third and fourth 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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