Alvarez Ralph Form 4/A July 25, 2008

### FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### 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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address	of Reporting Person
Alvarez Ralph	

2. Issuer Name and Ticker or Trading Symbol

(Month/Day/Year)

07/14/2008

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

MCDONALDS CORP [MCD] 3. Date of Earliest Transaction

(Check all applicable)

10% Owner

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

MCDONALD'S

CORPORATION, 2915 JORIE

X\_ Officer (give title Other (specify below) President and COO

**BOULEVARD** 

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_\_ Director

Filed(Month/Day/Year) 07/16/2008

(Zip)

(Middle)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

OAK BROOK, IL 60523

(City)

Stock

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or (Instr. 3)

Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Ownership Owned (Instr. 4) (Instr. 4) Following

Reported (A) Transaction(s) or

(Instr. 3 and 4) Code V Amount (D) Price

Common

(Month/Day/Year)

By Trust Ι 8,664 (1)

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)

(9-02)

#### Edgar Filing: Alvarez Ralph - Form 4/A

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. Transactic Code (Instr. 8)	Secu Acqu or D (D)	nrities uired (A) isposed of rr. 3, 4,	6. Date Exercise Expiration Date (Month/Day/Y	te	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (2)	<u>(3)</u>	07/14/2008		D		20,000	07/14/2008	07/14/2008	Common Stock	20,000
Phantom Stock	<u>(4)</u>						<u>(5)</u>	<u>(5)</u>	Common Stock	41,053

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
Alvarez Ralph MCDONALD'S CORPORATION 2915 JORIE BOULEVARD OAK BROOK, IL 60523	X		President and COO				

## **Signatures**

Christopher Weber, Attorney-in-fact 07/25/2008

\*\*Signature of Reporting Person Da

### **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) These shares are held in a trust for the benefit of the reporting person's wife, who is the grantor and trustee of the trust.
  - On July 16, 2008, the reporting person filed a Form 4 (the "Original Form 4") to report, among other transactions, (i) the vesting of 20,000 restricted stock units, (ii) the corresponding receipt of 20,000 shares of McDonald's Corporation common stock underlying the restricted stock units and (iii) the disposition of 7,890 shares for the purpose of satisfying tax withholding obligations incurred upon
- (2) vesting. This amendment to the Original Form 4 is filed to report the receipt of the proceeds of all 20,000 shares of McDonald's Corporation common stock underlying the restricted stock units. The proceeds of the 20,000 shares of McDonald's Corporation common stock were deferred by the reporting person into the McDonald's Excess Benefit and Deferred Bonus Plan and invested pursuant to the reporting person's ongoing investment elections. Accordingly, this amendment reports the disposition of 20,000 restricted stock units.
- (3) Each restricted stock unit represents the right to acquire one share of McDonald's Corporation common stock.
- (4) Each share of phantom stock represents the right to receive the cash value of one share of McDonald's Corporation common stock.
- (5) 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.

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