

MCDONALDS CORP

Form 4

December 14, 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)  
**12/12/2006**

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|----------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                          |
| Common<br>Stock                       | 12/12/2006                              |                                                             | M                                       |                                                                         | 100,000                                                                                                            | A                                                                       | \$<br>26.25                                                    |
| Common<br>Stock                       | 12/12/2006                              |                                                             | S                                       |                                                                         | 1,100                                                                                                              | D                                                                       | \$<br>43.11                                                    |
| Common<br>Stock                       | 12/12/2006                              |                                                             | S                                       |                                                                         | 700                                                                                                                | D                                                                       | \$<br>43.12                                                    |
| Common<br>Stock                       | 12/12/2006                              |                                                             | S                                       |                                                                         | 1,900                                                                                                              | D                                                                       | \$<br>43.13                                                    |
| Common<br>Stock                       | 12/12/2006                              |                                                             | S                                       |                                                                         | 5,100                                                                                                              | D                                                                       | \$<br>43.14                                                    |

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|              |            |   |        |   |          |         |   |                            |
|--------------|------------|---|--------|---|----------|---------|---|----------------------------|
| Common Stock | 12/12/2006 | S | 6,200  | D | \$ 43.15 | 231,238 | D |                            |
| Common Stock | 12/12/2006 | S | 24,600 | D | \$ 43.16 | 206,638 | D |                            |
| Common Stock | 12/12/2006 | S | 5,100  | D | \$ 43.17 | 201,538 | D |                            |
| Common Stock | 12/12/2006 | S | 700    | D | \$ 43.18 | 200,838 | D |                            |
| Common Stock | 12/12/2006 | S | 5,700  | D | \$ 43.19 | 195,138 | D |                            |
| Common Stock | 12/12/2006 | S | 33,300 | D | \$ 43.2  | 161,838 | D |                            |
| Common Stock | 12/12/2006 | S | 15,300 | D | \$ 43.21 | 146,538 | D |                            |
| Common Stock | 12/12/2006 | S | 300    | D | \$ 43.22 | 146,238 | D |                            |
| Common Stock |            |   |        |   |          | 42,888  | I | Profit Sharing Plan        |
| Common Stock |            |   |        |   |          | 34,011  | I | Non-Qualified Benefit 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.**

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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) |                 |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title        | Amount or Number of Shares |
| Options (Right to Buy)                     | \$ 26.25                                               | 12/12/2006                           |                                                    | M                              |                                                                                         | 100,000                                                  |     | <u>(1)</u>                                                    | 03/24/2008      | Common Stock | 100,000                    |

## Reporting Owners

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

## Signatures

/s/ James A.  
Skinner 12/13/2006

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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