

MASSEY WALTER E  
Form 4  
February 14, 2007

**FORM 4**

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

OMB APPROVAL

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**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 \*  
MASSEY WALTER E

(Last) (First) (Middle)

MOREHOUSE COLLEGE, 830  
WESTVIEW DRIVE, S.W.

(Street)

ATLANTA, GA 30314

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MCDONALDS CORP [MCD]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/13/2007

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)

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)		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 Ownership (Instr. 4)
				Code	V Amount or Price			
Common Stock	02/13/2007		M	4,000	A \$ 32.9685	4,000	D	
Common Stock	02/13/2007		M	3,000	A \$ 38.625	7,000	D	
Common Stock	02/13/2007		M	3,000	A \$ 28.5	10,000	D	
Common Stock	02/13/2007		M	3,334	A \$ 25.31	13,334	D	
Common Stock	02/13/2007		M	3,000	A \$ 40.0625	16,334	D	

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Common Stock	02/13/2007	M	5,000	A	\$ 30.4	21,334	D
Common Stock	02/13/2007	M	5,000	A	\$ 17.5	26,334	D
Common Stock	02/13/2007	S	13,334	D	\$ 44.86	13,000	D
Common Stock	02/13/2007	S	6,300	D	\$ 44.87	6,700	D
Common Stock	02/13/2007	S	1,890	D	\$ 44.88	4,810	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)	\$ 32.9685	02/13/2007		M	4,000	<u>(1)</u> 05/21/2008	Common Stock	4,000
Options (Right to Buy)	\$ 38.625	02/13/2007		M	3,000	<u>(1)</u> 05/18/2010	Common Stock	3,000
Options (Right to Buy)	\$ 28.5	02/13/2007		M	3,000	<u>(1)</u> 05/17/2011	Common Stock	3,000
Options (Right to Buy)	\$ 25.31	02/13/2007		M	3,334	<u>(1)</u> 05/20/2014	Common Stock	3,334
Options (Right to Buy)	\$ 40.0625	02/13/2007		M	3,000	<u>(1)</u> 05/20/2009	Common Stock	3,000

