Edgar Filing: MCDONALDS CORP - Form 4

MCDONALD	S CORP										
Form 4 December 05	2007										
December 05, 2007 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). 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 30(h) of the Investment Company Act of 1940 1940								OMB APPROVAL OMB 3235-0287 Number: January 31, Expires: 2005 Estimated average burden hours per response 0.5			
(Print or Type Re	sponses)										
1. Name and Address of Reporting Person <u>*</u> MASSEY WALTER E			2. Issuer Name and Ticker or Trading Symbol MCDONALDS CORP [MCD]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle)			3. Date of Earliest Transaction								
4950 CHICAGO BEACH DRIVE 12 (Street) 4.			12/03/2007				X Director Officer (give below)	give title 00% Owner Other (specify below)			
				ndment, Dat th/Day/Year)	e Original		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 				
CHICAGO, I	L 60615							More than One Re			
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecurities Ac	quired, Disposed o	f, or Beneficial	lly Owned		
Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Execution any	emed on Date, if 'Day/Year)	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or 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 Indirect Beneficial Ownership (Instr. 4)		
Common Stock							4,810	D			

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price o Derivativ Security (Instr. 5)
			Code V	(A) ((D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(1)</u>	12/03/2007	A <u>(2)</u>	394		(3)	(3)	Common Stock	394	\$ 59.8

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MASSEY WALTER E 4950 CHICAGO BEACH DRIVE CHICAGO, IL 60615	Х						
Signatures							
/s/ Christopher Weber, Attorney-in-fact		12/05/2007					
**Signature of Reporting Person		Date					
Explanation of Responses:							

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) Acquisition of phantom stock pursuant to Directors' Deferred Compensation Plan. The phantom stock converts to common stock on a one-for-one basis.
- (2) Acquisition of phantom stock pursuant to Directors' Deferred Compensation Plan in transaction exempt under Rule 16b-3(d)(1). Amount represents deferred compensation or dividends reinvested.
- (3) Payment of phantom stock may be deferred until the earlier of the director?s retirement date or other termination from the Board or a specific future date pursuant to an election.

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.