MCDONALDS CORP

Form 4

January 03, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

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January 31, 2005

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

SECURITIES

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MASSEY WALTER E

2. Issuer Name and Ticker or Trading Symbol

Issuer

MCDONALDS CORP [MCD]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(First) (Last)

(Middle)

3. Date of Earliest Transaction

X_ Director 10% Owner Officer (give title Other (specify below)

4950 CHICAGO BEACH DRIVE

(Street)

12/31/2007

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

CHICAGO, IL 60615

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

Code

(Instr. 8)

4. Securities TransactionAcquired (A) or Disposed of (D) 5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership

(Instr. 4)

(Instr. 4)

Following Reported

Transaction(s) (Instr. 3 and 4)

(Month/Day/Year)

or Code V Amount (D) Price

(A)

(Instr. 3, 4 and 5)

4,810 D

Common Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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	2.	3. Transaction Date	3A. Deemed	4.	5. Numl	ber	6. Date Exer	cisable and	7. Title and A	Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction Derivative		Expiration Date		Underlying Securities		Deriva	
Security	or Exercise		any	Code	Securiti	es	(Month/Day	/Year)	(Instr. 3 and	4)	Securi
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquire	ed					(Instr.
	Derivative				(A) or						
	Security				Dispose	ed of					
					(D)						
					(Instr. 3	, 4,					
					and 5)						
				Code V	(A)	(D)	Date	Expiration	Title	Amount	
				Coue v	(A)	(D)	Exercisable	Date	THE		
							Exercisable	Date		or Number	
										of	
										Shares	
Phantom				(2)			(2)	(0)	Common		
Stock	<u>(1)</u>	12/31/2007		$A^{(2)}$	1,782		(3)	(3)	Stock	1,782	\$ 58
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Reporting Owners

Reporting Owner Name / Address	Relationships						
Transfer de la companya de la compan	Director	10% Owner	Officer	Other			
MASSEY WALTER E 4950 CHICAGO BEACH DRIVE CHICAGO, IL 60615	X						

Signatures

/s/ Christopher Weber, Attorney-in-fact 01/03/2008

**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) 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.

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