

Hennequin Denis
Form 4
September 15, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hennequin Denis

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)
MCDONALD'S FRANCE, 1 RUE
GUSTAVE EIFFEL
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/13/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, McDonald's Europe

GUYANCOURT CEDEX,
PARIS, IO 78 045

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) (Instr. 3, 4 and 5) | 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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| | | | Code | V | Amount | | | |
| Common Stock | 09/13/2005 | | M | | 30,000 | A | \$ 24.625 30,509 | D |
| Common Stock | 09/13/2005 | | S | | 4,000 | D | \$ 33.19 26,509 | D |
| Common Stock | 09/13/2005 | | S | | 18,900 | D | \$ 33.2 7,609 | D |
| Common Stock | 09/13/2005 | | S | | 3,100 | D | \$ 33.21 4,509 | D |
| Common Stock | 09/13/2005 | | S | | 3,000 | D | \$ 33.22 1,509 | D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|-------|---|---------------------------|
| Common Stock | 09/13/2005 | S | 1,000 | D | \$ 33.23 | 509 | D | |
| Common Stock | | | | | | 6,675 | I | Plan Epargne d'Entreprise |

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options (Right to Buy) | \$ 24.625 | 09/13/2005 | | M | 30,000 | <u>(1)</u> 04/01/2006 | Common Stock | 30,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Hennequin Denis
MCDONALD'S FRANCE
1 RUE GUSTAVE EIFFEL
GUYANCOURT CEDEX, PARIS, IO 78 045

President,
McDonald's
Europe

Signatures

/s/ Carol A. Vix, 09/15/2005
Attorney-in-fact

__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).

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(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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