

MCDONALDS CORP
Form 4
September 18, 2007

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 *
PAULL MATTHEW H

(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)
09/17/2007

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)
Corp Sr Exec VP and CFO

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) (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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	09/17/2007		M	A	\$ 50,000	D	
Common Stock	09/17/2007		S	D	\$ 55.2 32,000	D	
Common Stock	09/17/2007		S	D	\$ 55.23 30,800	D	
Common Stock	09/17/2007		S	D	\$ 55.24 20,700	D	
Common Stock	09/17/2007		S	D	\$ 55.25 16,900	D	

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Common Stock	09/17/2007	S	700	D	\$ 55.26	16,200	D	
Common Stock	09/17/2007	S	400	D	\$ 55.29	15,800	D	
Common Stock	09/17/2007	S	4,900	D	\$ 55.3	10,900	D	
Common Stock	09/17/2007	S	200	D	\$ 55.31	10,700	D	
Common Stock	05/17/2007	S	1,200	D	\$ 55.32	9,500	D	
Common Stock	09/17/2007	S	200	D	\$ 55.33	9,300	D	
Common Stock	09/17/2007	S	100	D	\$ 55.34	9,200	D	
Common Stock	09/17/2007	S	7,500	D	\$ 55.35	1,700	D	
Common Stock	09/17/2007	S	1,200	D	\$ 55.36	500	D	
Common Stock	09/17/2007	S	500	D	\$ 55.37	0	D	
Common Stock						5,724	I	Profit Sharing Plan
Common Stock						12,886	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)	8. Amount or Number of Shares	
					Code	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					V	(A)	(D)		

Options (Right to Buy)	\$ 14.31	09/17/2007	M	50,000	<u>(1)</u>	03/18/2013	Common Stock	50,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PAULL MATTHEW H MCDONALD'S CORPORATION 2915 JORIE BOULEVARD OAK BROOK, IL 60523			Corp Sr Exec VP and CFO	

Signatures

/s/ Matthew H. 09/17/2007
 Paull

 Signature of Date
 Reporting Person

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 become exercisable in 25% increments on the first, second, third, and fourth 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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