#### MCDONALDS CORP

Form 4

November 07, 2008

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number: Expires:

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Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

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subject to

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

1(b).

(Print or Type Responses)

1. Name and Ad Fenton Time		orting Person *	2. Issuer Name <b>and</b> 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				
			(Month/Day/Year)	Director 10% Owner			
MCDONAL	D'S APME	A, RBS	11/06/2008	_X_ Officer (give title Other (specify below)			
TOWER, 1 MATHESON ST.				President, McDonald's APMEA			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
				_X_ Form filed by One Reporting Person			
CAUSEWA	Y BAY, K	3 00000		Form filed by More than One Reporting Person			

(City)	(State) (2	Table Table	I - Non-De	erivative S	ecurit	ies Acq	quired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	11/06/2008		G	18,980	D	\$ 0 (1)	31,746	D	
Common Stock	11/06/2008		G	18,980	A	\$ 0 (1)	18,980	I (1)	By Trust
Common Stock							500	I	By Son
Common Stock							225	I	By Son

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

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SEC 1474 (9-02)

> 8. Pr Deri Secu (Inst

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and A	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Underlying S	Securities
Security	or Exercise		any	Code	Code of		(Month/Day/Year)		4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	•			
	Derivative				Securities				
	Security				Acquired				
	,				(A) or				
					Disposed				
					of (D)				
					(Instr. 3,				
					4, and 5)				
					4, and 3)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	<u>(2)</u>					(3)	(3)	Common Stock	18,177.787

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Fenton Timothy J MCDONALD'S APMEA RBS TOWER, 1 MATHESON ST. CAUSEWAY BAY, K3 00000

President, McDonald's APMEA

## **Signatures**

/s/ Christopher Weber, Attorney-in-fact

11/07/2008

\*\*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).
- On November 6, 2008, the reporting person transferred 18,980 shares of the Issuer's common stock directly beneficially owned by the reporting person to a living trust of which the reporting person and his spouse are the sole trustees and beneficiaries.
- (2) Each share of phantom stock represents the right to receive the cash value of one share of McDonald's Corporation common stock.
- (3) Shares of phantom stock are payable in cash following the reporting person's separation from service with McDonald's.

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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