

MCDONALDS CORP
Form 4
November 19, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Fenton Timothy J

(Last) (First) (Middle)

MCDONALD'S APMEA, RBS
TOWER, 1 MATHESON ST.

(Street)

CAUSEWAY BAY, K3 00000

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MCDONALDS CORP [MCD]

3. Date of Earliest Transaction
(Month/Day/Year)
11/15/2007

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)
President, McDonald's APMEA

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)
			Code	V	Amount (A) or Price (D)		
Common Stock	11/15/2007		M		33,000 A \$ 40.4375	D	
Common Stock	11/15/2007		M		500 A \$ 45.625	D	
Common Stock	11/15/2007		S		14,625 D \$ 56.98	D	
Common Stock	11/15/2007		S		300 D \$ 56.97	D	
Common Stock	11/15/2007		S		2,100 D \$ 56.96	D	

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Common Stock	11/15/2007	S	975	D	\$ 56.95	46,348	D	
Common Stock	11/15/2007	S	3,200	D	\$ 56.93	43,148	D	
Common Stock	11/15/2007	S	100	D	\$ 56.92	43,048	D	
Common Stock	11/15/2007	S	7,900	D	\$ 56.91	35,148	D	
Common Stock	11/15/2007	S	200	D	\$ 56.9	34,948	D	
Common Stock	11/15/2007	S	100	D	\$ 56.89	34,848	D	
Common Stock	11/15/2007	S	1,000	D	\$ 56.88	33,848	D	
Common Stock	11/15/2007	S	410	D	\$ 56.87	33,438	D	
Common Stock						9,179	I	Non-Qualified Benefit Plan

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

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SEC 1474
(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)	\$ 40.4375	11/15/2007		M	33,000	<u>(1)</u> 05/19/2009	Common Stock	33,000
Options (Right to Buy)	\$ 45.625	11/15/2007		M	500	<u>(2)</u> 04/01/2009	Common Stock	500

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

Christopher Weber, Attorney-in-fact	11/19/2007
<small>**Signature of Reporting Person</small>	<small>Date</small>

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.
 - (2) Options become 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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