#### SKINNER JAMES A Form 4/A

November 29, 2011

### FORM 4

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

OMB 3235-0287 Number:

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* SKINNER JAMES A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

MCDONALDS CORP [MCD]

(Check all applicable)

Vice Chairman and CEO

(Instr. 4)

(Last)

(First)

3. Date of Earliest Transaction

\_X\_\_ Director X\_ Officer (give title

below)

10% Owner Other (specify

MCDONALD'S

CORPORATION, 2915 JORIE

(Street)

(State)

**BOULEVARD** 

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Month/Day/Year)

02/13/2011

02/15/2011

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

OAK BROOK, IL 60523

(City) (Zip) 2. Transaction Date 2A. Deemed 1. Title of Security (Month/Day/Year) Execution Date, if

4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following

6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Reported

Common Stock

(Instr. 3)

02/13/2011

21.955 \$ F D (1) 76.14

 $178,775 \frac{(1)}{2}$ 

D

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

(Month/Day/Year)

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.

SEC 1474 (9-02)

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

#### Edgar Filing: SKINNER JAMES A - Form 4/A

	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	<b>:</b>		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address			Kelationships		
	Director	10% Owner	Officer	Other	
SKINNER JAMES A					

MCDONALD'S CORPORATION 2915 JORIE BOULEVARD OAK BROOK, IL 60523

X

Vice Chairman and CEO

Relationshine

# **Signatures**

/s/ Christoper Weber, Attorney-in-fact

11/29/2011

\*\*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).

This total represents the number of shares surrendered for taxes with the vesting of the reporting person's February 13, 2008

(1) performance-based award of restricted stock units. The amount in Item 4 includes an additional 5,296 shares that were excluded in error on the reporting person's Form 4 filed on February 15, 2011 and the amount in Item 5 is updated to reflect this change.

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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