

MCDONALDS CORP
Form 4
October 27, 2009

FORM 4

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

OMB APPROVAL

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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)
10/23/2009

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 04/23/2009 | | G ⁽¹⁾ | V 5,819 D \$ 0 | 30,946 | D | |
| Common Stock | 07/27/2009 | | G ⁽²⁾ | V 440 D \$ 0 | 30,506 | D | |
| Common Stock | 10/23/2009 | | G ⁽²⁾ | V 400 D \$ 0 | 30,106 | D | |
| Common Stock | 04/23/2009 | | G ⁽¹⁾ | V 5,819 A \$ 0 | 24,799 | I | By Trust ⁽⁴⁾ |
| Common Stock | 07/27/2009 | | G ⁽²⁾ | V 440 A \$ 0 | 1,099 ⁽³⁾ | I | By Son |

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| | | | | | | | | | |
|--------------|------------|------------------|---|-------|---|----------|----------------------|---|-------------------------|
| Common Stock | 10/23/2009 | G ⁽²⁾ | V | 400 | A | \$ 0 | 1,352 ⁽³⁾ | I | By Son |
| Common Stock | 10/23/2009 | S | | 6,790 | D | \$ 59.2 | 18,009 | I | By Trust ⁽⁴⁾ |
| Common Stock | 10/23/2009 | S | | 1,710 | D | \$ 59.21 | 16,299 | I | By Trust ⁽⁴⁾ |

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. Price of Derivative Security (Instr. 3) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Stock | ⁽⁵⁾ | | | | | ⁽⁶⁾ | ⁽⁶⁾ | | | Common Stock | 18,797.21 |

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

10/27/2009

 **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).

- (1) Represents transfer of shares to a living trust of which the reporting person and his spouse are the sole trustees and beneficiaries.
- (2) Represents a gift of shares to one of the reporting person's financially dependent sons.
- (3) Includes dividends reinvested.
- (4) These shares are held in the living trust referenced in footnote 1.
- (5) Each share of phantom stock represents the right to receive the cash value of one share of McDonald's Corporation common stock.
- (6) 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.

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