#### MCDONALDS CORP

Form 4

January 05, 2009

# FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

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(b).

1. Name and Address of Reporting Person \* ARNOLD SUSAN E

(First) (Middle) (Last)

THE PROCTER & GAMBLE COMPANY, ONE PROCTER & **GAMBLE PLAZA** 

(Street)

(State)

(Zip)

2. Transaction Date 2A. Deemed

CINCINNATI, OH 45201

(City)

1. Title of

Security

(Instr. 3)

2. Issuer Name and Ticker or Trading

Symbol

MCDONALDS CORP [MCD] 3. Date of Earliest Transaction

(Month/Day/Year) 12/31/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

4. Securities 3. (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

Code (Month/Day/Year) (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

(A)

Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if TransactionDerivative Derivative Conversion

5. Number of

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of

**Underlying Securities** 

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(Instr. 4)

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

(Check all applicable)

10% Owner

Other (specify

7. Nature of

Ownership

(9-02)

(Instr. 4)

Indirect

(D) or Indirect Beneficial

Issuer

below)

X\_ Director

Applicable Line)

5. Amount of

Securities

Following

Reported

Owned

Beneficially

Officer (give title

Estimated average

burden hours per

### Edgar Filing: MCDONALDS CORP - Form 4

| Security (Instr. 3) | or Exercise Price of Derivative Security |            | any<br>(Month/Day/Year) | Code (Instr. 8) | Securities (M<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) |     | (Month/Day/Year)    |                    | (Instr. 3 and 4) |                                  |
|---------------------|--|------------|-------------------------|-----------------|---|-----|---------------------|--------------------|------------------|----------------------------------|
|                     |  |            |                         | Code V          | (A)   | (D) | Date<br>Exercisable | Expiration<br>Date | Title            | Amount or<br>Number of<br>Shares |
| Phantom<br>Stock    | <u>(1)</u>                               | 12/31/2008 |                         | A(2)            | 1,323.944   |     | (3)                 | (3)                | Common<br>Stock  | 1,323.944                        |

### **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |         |       |  |  |
|--|---------------|-----------|---------|-------|--|--|
| 1  | Director      | 10% Owner | Officer | Other |  |  |
| ARNOLD SUSAN E<br>THE PROCTER & GAMBLE COMPANY<br>ONE PROCTER & GAMBLE PLAZA<br>CINCINNATI, OH 45201 | X             |           |         |       |  |  |

# **Signatures**

/s/ Christopher Weber, Attorney-in-fact 01/05/2009

\*\*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) Each share of phantom stock is the economic equivalent of one share of common stock and shall be settled in cash, pursuant to the Directors' Deferred Compensation Plan (the "Plan").
- (2) Acquisition of phantom stock pursuant to the Plan in transaction exempt under Rule 16b-3(d)(1). Amount represents deferred compensation.
- (3) Payment of phantom stock may be deferred until the earlier of the director's retirement date or other termination from the Board or a specific future date pursuant to an election.
- (4) Includes shares acquired through dividend reinvestment.

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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