Fenton Timothy J Form 4 February 18, 2009

# FORM 4

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

OMB APPROVAL
OMB 3235-0287

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: 3235-0287 Expires: January 31, 2005

0.5

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

See Instruction

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

response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Fenton Timothy J			2. Issuer Name and Ticker or Trading Symbol MCDONALDS CORP [MCD]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
MCDONALD TOWER, 1 MA			(Month/Day/Year) 02/13/2009	Director 10% Owner _X Officer (give title Other (specify below) President, McDonald's APMEA		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
CAUSEWAY	BAY, K3 0	0000	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit bor Dispos (Instr. 3,	ed of		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)
Common Stock	02/13/2009		M	37,950	A	\$ 35.25	68,896	D	
Common Stock	02/13/2009		S	37,950	D	\$ 57.4282 (1)	30,946	D	
Common Stock	02/14/2009		M	8,249	A	\$ 0	39,195	D	
Common Stock	02/14/2009		F	2,430	D	\$ 56.81	36,765	D	
Common Stock							18,980	I	By Trust

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Common Stock	927	I	By Son
Common Stock	637	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)

# 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. Transactic Code (Instr. 8)	5. Number of Derivative Expiration Date Expiration Date Expiration Date (Month/Day/Year)  Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount Underlying Securition (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Options (Right to Buy)	\$ 35.25	02/13/2009		M	37,950	<u>(3)</u>	03/21/2013	Common Stock	37,
Restricted Stock Units	<u>(4)</u>	02/14/2009		M	8,249	02/14/2009(5)	02/14/2009	Common Stock	8,2
Phantom Stock	<u>(6)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock	18,3

## **Reporting Owners**

Reporting Owner Name / Address				•	
	Director	10% Owner	Officer		Other

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

President, McDonald's APMEA

Relationships

### **Signatures**

/s/ Christopher Weber, Attorney-in-fact 02/18/2009

\*\*Signature of Reporting Person Date

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#### **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 transaction was executed in multiple trades at prices ranging from \$57.32 to \$57.51 per share. The price reported represents the
- (1) weighted average sales price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.
- (2) These shares are held in a living trust of which the reporting person and his spouse are the sole trustees and beneficiaries.
- (3) Options become exercisable in 25% increments on the first, second, third and fourth anniversary dates of the grant.
- (4) Each restricted stock unit represents a right to acquire one share of McDonald's Corporation common stock.
- (5) Vesting of these restricted stock units was contingent upon the Company's achievement of required performance measures.
- (6) Each share of phantom stock represents the right to receive the cash value of one share of McDonald's Corporation common stock.
- (7) 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.