Edgar Filing: PENROSE SHEILA A - Form 4

PENROSE SI	HEILA A									
Form 4										
July 02, 2009										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION							OMB A	PPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287		
Check this if no longe	ar .							Expires:	January 31, 2005	
subject to STATEMENT OF CHANGES IN BENEFICIAL OWNER					NERSHIP OF	Estimated a				
Section 16 Form 4 or							burden hou response	rs per		
Form 5	Filed nurs	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,							0.5	
obligation	⁸ Section $17(a)$) of the Public Ut				-		n		
may contin <i>See</i> Instruc 1(b).	nue.	30(h) of the Inv	•	· ·						
(Print or Type Ro	esponses)									
1. Name and Ac PENROSE S	Symbol	2. Issuer Name and Ticker or Trading Symbol MCDONALDS CORP [MCD]			5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (M	iddle) 3. Date of	Earliest Trans	liest Transaction (C			(Chec	eck all applicable)		
(N			(Month/Day/Year)			_X_ Director		Owner		
20 SOUTH C 2222	CLARK ST., SUľ	TE 06/30/20	06/30/2009				Officer (give below)	title Other below)	er (specify	
			. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
			iled(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
cificado, i	12 00005						Person			
(City)	(State) (Z	Zip) Table	e I - Non-Der	ivative S	ecurit	ties Ac	quired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code I	Disposed (Instr. 3, 4	(A) o of (D 4 and (A) or)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock							3,000	D		

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	<u>(1)</u>	06/30/2009		A <u>(2)</u>	391.372		(3)	(3)	Common Stock	391.372

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
PENROSE SHEILA A 20 SOUTH CLARK ST. SUITE 2222 CHICAGO, IL 60603	Х						
Signatures							
/s/ Christopher Weber, Attorney-in-fact		07/02/2	009				

Explanation of Responses:

**Signature of Reporting Person

- * 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).

Date

- (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.