

Easterbrook Stephen  
 Form 4  
 September 16, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
 Easterbrook Stephen

(Last) (First) (Middle)

MCDONALD'S  
 EUROPE, BOULEVARD DU  
 THEATRE, 3

(Street)

GENEVA, SWITZERLAND, V8 CH  
 1204

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 MCDONALDS CORP [MCD]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 09/15/2011

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 Europe

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)		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 Ownership (Instr. 4)	
				(A) or (D)	Price				
Common Stock	09/15/2011		M	V	2,498	A \$ 45.02	3,821	D	Beneficial Ownership
Common Stock	09/15/2011		M	V	4,727	A \$ 56.64	8,548	D	Beneficial Ownership
Common Stock	09/15/2011		M	V	4,138	A \$ 57.08	12,686	D	Beneficial Ownership
Common Stock	09/15/2011		M	V	3,734	A \$ 63.25	16,420	D	Beneficial Ownership
	09/15/2011		S		15,097	D	1,323	D	Beneficial Ownership

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Common Stock					\$			
					87.8383			
					<u>(1)</u>			
Common Stock	09/15/2011		S	600	D	\$ 87.9	723	D
Common Stock	09/15/2011		S	723	D	\$ 87.89	0	D

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

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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. Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (Right to Buy)	\$ 45.02	09/15/2011		M		2,498		<u>(2)</u>	02/14/2017	Common Stock	2,498
Options (Right to Buy)	\$ 56.64	09/15/2011		M		4,727		<u>(2)</u>	02/13/2018	Common Stock	4,727
Options (Right to Buy)	\$ 57.08	09/15/2011		M		4,138		<u>(2)</u>	02/11/2019	Common Stock	4,138
Options (Right to Buy)	\$ 63.25	09/15/2011		M		3,734		<u>(2)</u>	02/10/2020	Common Stock	3,734

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

Easterbrook Stephen  
MCDONALD'S EUROPE  
BOULEVARD DU THEATRE, 3  
GENEVA, SWITZERLAND, V8 CH 1204

President, McDonald's Europe

## Signatures

/s/ Christopher Weber,  
Attorney-in-fact

09/16/2011

\_\_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 transaction was executed in multiple trades at prices ranging from \$87.82 to \$88.87 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) Options become exercisable in 25% increments on the first, second, third and fourth anniversary dates of the grant.

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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