

PAULL MATTHEW H
Form 4
December 13, 2007

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 *
PAULL MATTHEW H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/11/2007

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Corp Sr Exec VP and CFO

MCDONALD'S CORPORATION, 2915 JORIE BOULEVARD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

OAK BROOK, IL 60523

(City) (State) (Zip)

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)
			Code	V Amount (D) Price			
Common Stock	12/11/2007 ⁽¹⁾		I	13,168 D \$ 63.13	0	I	Non-Qualified Benefit Plan
Common Stock	12/11/2007		M	10,000 A \$ 14.31	25,137	D	
Common Stock	12/11/2007		M	41,800 A \$ 29.43	66,937	D	
Common Stock	12/11/2007		M	44,000 A \$ 28.75	110,937	D	
Common Stock	12/11/2007		S	100 D \$ 62.19	110,837	D	

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Common Stock	12/11/2007	S	500	D	\$ 62.17	110,337	D
Common Stock	12/11/2007	S	41,900	D	\$ 62.15	68,437	D
Common Stock	12/11/2007	S	100	D	\$ 62.14	68,337	D
Common Stock	12/11/2007	S	600	D	\$ 62.12	67,737	D
Common Stock	12/11/2007	S	400	D	\$ 62.11	67,337	D
Common Stock	12/11/2007	S	1,600	D	\$ 62.1	65,737	D
Common Stock	12/11/2007	S	1,200	D	\$ 62.09	64,537	D
Common Stock	12/11/2007	S	500	D	\$ 62.08	64,037	D
Common Stock	12/11/2007	S	200	D	\$ 62.07	63,837	D
Common Stock	12/11/2007	S	2,200	D	\$ 62.05	61,637	D
Common Stock	12/11/2007	S	100	D	\$ 62.03	61,537	D
Common Stock	12/11/2007	S	2,400	D	\$ 62.02	59,137	D
Common Stock	12/11/2007	S	200	D	\$ 62.01	58,937	D
Common Stock	12/11/2007	S	15,137	D	\$ 62	43,800	D
Common Stock	12/11/2007	S	1,000	D	\$ 61.97	42,800	D
Common Stock	12/11/2007	S	12,300	D	\$ 61.96	30,500	D
Common Stock	12/11/2007	S	1,500	D	\$ 61.92	29,000	D
Common Stock	12/11/2007	S	12,100	D	\$ 61.9	16,900	D

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

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(9-02)

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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
Options (Right to Buy)	\$ 14.31	12/11/2007		M	10,000	<u>(2)</u> 03/18/2013	Common Stock	10,000
Options (Right to Buy)	\$ 29.43	12/11/2007		M	41,800	<u>(2)</u> 02/02/2011	Common Stock	41,800
Options (Right to Buy)	\$ 28.75	12/11/2007		M	44,000	<u>(2)</u> 03/20/2012	Common Stock	44,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PAULL MATTHEW H MCDONALD'S CORPORATION 2915 JORIE BOULEVARD OAK BROOK, IL 60523			Corp Sr Exec VP and CFO	

Signatures

/s/ Christopher Weber,
Attorney-in-fact

12/13/2007

**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) First of two Forms 4 reporting transactions completed on Dec 11, 2007.

(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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