

MCKENNA ANDREW J

Form 4

February 13, 2006

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCKENNA ANDREW J

(Last) (First) (Middle)

C/O SCHWARZ PAPER
COMPANY, 8338 AUSTIN
AVENUE

(Street)

MORTON GROVE, IL 60053

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/10/2006

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) Non-Exec Chairman of the Board

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) (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	(A) or (D)	Price		
Common Stock	02/10/2006		M		2,000	A	\$ 32.9685	40,000	D
Common Stock	02/10/2006		M		3,000	A	\$ 28.5	43,000	D
Common Stock	02/10/2006		M		5,000	A	\$ 30.4	48,000	D
Common Stock	02/10/2006		M		3,334	A	\$ 17.5	51,334	D
Common Soti	02/10/2006		M		1,668	A	\$ 25.31	53,002	D

Common Stock	02/10/2006	F ⁽¹⁾	11,121	D	\$ 36.33	41,881	D
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Common Stock	640	I	By Wife (2)
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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. 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. Fair Value of Derivative Security (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Fair Value
Options (Right to Buy)	\$ 32.9685	02/10/2006		M		2,000		<u>(3)</u>	05/21/2008	Common Stock	2,000	\$ 65,937
Options (Right to Buy)	\$ 28.5	02/10/2006		M		3,000		<u>(3)</u>	05/17/2011	Common Stock	3,000	\$ 85,500
Options (Right to Buy)	\$ 30.4	02/10/2006		M		5,000		<u>(3)</u>	05/23/2012	Common Stock	5,000	\$ 152,000
Options (Right to Buy)	\$ 17.5	02/10/2006		M		3,334		<u>(3)</u>	05/22/2013	Common Stock	3,334	\$ 58,345
Options (Right to Buy)	\$ 25.31	02/10/2006		M		1,668		<u>(3)</u>	05/20/2014	Common Stock	1,668	\$ 42,375

Reporting Owners

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

MCKENNA ANDREW J
C/O SCHWARZ PAPER COMPANY
8338 AUSTIN AVENUE
MORTON GROVE, IL 60053

X

Non-Exec Chairman of the Board

Signatures

/s/ Carol A. Vix,
Attorney-in-fact

02/13/2006

__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) The Reporting Person surrendered shares of McDonald's Corporation Common Stock to pay the exercise price related to his option exercise.
- (2) Beneficial ownership disclaimed.
- (3) Options become exercisable in 33% increments on the first, second and third 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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