Hennequin Denis
Form 4
July 14, 2006

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hennequin Denis

(Last) (First) (Middle)

MCDONALD'S FRANCE, 1 RUE GUSTAVE EIFFEL

(Street)

GUYANCOURT CEDEX, PARIS, I0 78 045

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/12/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President, McDonald's Europe

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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								16,709	D	
Common Stock								2,907	I	Plan Epargne d'Entreprise

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

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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 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options (Right to Buy)	$ 26.63	07/12/2006		J(1)		20,000		(1)	02/16/2014	Common Stock	20,000	
Options (Right to Buy)	$ 25.45	07/12/2006		J(1)		20,000		(1)	05/21/2014	Common Stock	20,000	
Options (Right to Buy)	$ 32.6	07/12/2006		J(1)		13,800		(1)	02/16/2015	Common Stock	13,800	
Options (Right to Buy)	$ 36.37	07/12/2006		J(1)		24,733		(1)	02/14/2016	Common Stock	24,733	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hennequin Denis MCDONALD'S FRANCE 1 RUE GUSTAVE EIFFEL GUYANCOURT CEDEX, PARIS, I0 78 045			President, McDonald's Europe	

Signatures

/s/ Denise A. Horne	07/14/2006
**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) In order to conform with the Company's global stock compensation program, the Company amended the outstanding options of all employees in France, including Mr. Hennequin. The sole effect of these amendments was to extend the expiration date of each option grant by six months to the 10th anniversary of the grant date. The options were granted on February 16, 2004, May 21, 2004, February

16, 2005 and February 14, 2006 and provide for vesting in 25% increments on the first, second, third and fourth anniversary dates of each 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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