

MCDONALDS CORP

Form 4

July 27, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Alvarez Ralph

(Last) (First) (Middle)

MCDONALD'S
CORPORATION, 2915 JORIE
BOULEVARD

(Street)

OAK BROOK, IL 60523

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/26/2006

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) below)
President, McD. North America

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	07/26/2006		M		36,000	A	\$ 14.31	36,008	D	
Common Stock	07/26/2006		S		500	D	\$ 34.43	35,508	D	
Common Stock	07/26/2006		S		2,700	D	\$ 34.45	32,808	D	
Common Stock	07/26/2006		S		2,300	D	\$ 34.46	30,508	D	
Common Stock	07/26/2006		S		20,000	D	\$ 34.49	10,508	D	

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Common Stock	07/26/2006	S	2,600	D	\$ 34.5	7,908	D	
Common Stock	07/26/2006	S	400	D	\$ 34.51	7,508	D	
Common Stock	07/26/2006	S	1,800	D	\$ 34.52	5,708	D	
Common Stock	07/26/2006	S	700	D	\$ 34.53	5,008	D	
Common Stock	07/26/2006	S	2,500	D	\$ 34.54	2,508	D	
Common Stock	07/26/2006	S	700	D	\$ 34.55	1,808	D	
Common Stock	07/26/2006	S	1,800	D	\$ 34.57	8	D	
Common Stock						39,120	I	Non-Qualified Benefit Plan

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. Amount or Number of Shares
Options (Right to Buy)	\$ 14.31	07/26/2006		M	36,000	<u>(1)</u> 03/18/2013	Common Stock	36,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Alvarez Ralph
MCDONALD'S CORPORATION
2915 JORIE BOULEVARD
OAK BROOK, IL 60523

President, McD. North America

Signatures

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

07/27/2006

__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) 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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