MASSEY WALTER E

Form 4

February 14, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

5. Relationship of Reporting Person(s) to

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

2. Issuer Name and Ticker or Trading

1(b).

Common

Common

Common

Stock

Stock

Stock

02/13/2007

02/13/2007

02/13/2007

(Print or Type Responses)

1. Name and Address of Reporting Person *

may continue.

See Instruction

MASSEY WALTER E			Symbol MCDONALDS CORP [MCD]				Is	Issuer			
	(Last)	(First)	Middle)	3. Date of	of Earliest T	_			,	all applicable)	
MOREHOUSE COLLEGE, 830 WESTVIEW DRIVE, S.W.				(Month/Day/Year) 02/13/2007					_X Director Officer (give tit elow)		Owner (specify
		(Street)			endment, D onth/Day/Yea	U	ıl	A	Individual or Join pplicable Line) X Form filed by On	, ,	
	ATLANTA	, GA 30314						_	Form filed by Morerson	1 0	
	(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Secui	ities Acquir	ed, Disposed of, o	or Beneficiall	y Owned
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Day	Date, if	3. Transactic Code (Instr. 8)	4. Securition Dispose (Instr. 3, 4)	ed of (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)
	Common Stock	02/13/2007			M	4,000	A	\$ 32.9685	4,000	D	
	Common Stock	02/13/2007			M	3,000	A	\$ 38.625	7,000	D	

M

M

M

3,000

3,334

3,000

Α

\$ 28.5

\$ 25.31

40.0625

10,000

13,334

16,334

D

D

D

Edgar Filing: MASSEY WALTER E - Form 4

Common Stock	02/13/2007	M	5,000	A	\$ 30.4	21,334	D
Common Stock	02/13/2007	M	5,000	A	\$ 17.5	26,334	D
Common Stock	02/13/2007	S	13,334	D	\$ 44.86	13,000	D
Common Stock	02/13/2007	S	6,300	D	\$ 44.87	6,700	D
Common Stock	02/13/2007	S	1,890	D	\$ 44.88	4,810	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	Transaction Derivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options (Right to Buy)	\$ 32.9685	02/13/2007		M	4,000	<u>(1)</u>	05/21/2008	Common Stock	4,000	32
Options (Right to Buy)	\$ 38.625	02/13/2007		M	3,000	<u>(1)</u>	05/18/2010	Common Stock	3,000	\$.
Options (Right to Buy)	\$ 28.5	02/13/2007		M	3,000	<u>(1)</u>	05/17/2011	Common Stock	3,000	\$
Options (Right to Buy)	\$ 25.31	02/13/2007		M	3,334	<u>(1)</u>	05/20/2014	Common Stock	3,334	\$
Options (Right to	\$ 40.0625	02/13/2007		M	3,000	<u>(1)</u>	05/20/2009	Common Stock	3,000	4(

Edgar Filing: MASSEY WALTER E - Form 4

Options (Right to Buy)	\$ 30.4	02/13/2007	M	5,000	<u>(1)</u>	05/23/2012	Common Stock	5,000	\$
Options (Right to Buy)	\$ 17.5	02/13/2007	M	5,000	<u>(1)</u>	05/22/2013	Common Stock	5,000	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner France / Mariess	Director	10% Owner	Officer	Other			
MASSEY WALTER E MOREHOUSE COLLEGE 830 WESTVIEW DRIVE, S.W. ATLANTA, GA 30314	X						

Signatures

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

**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 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 3