MCDONALDS CORP

Form 4 October 02, 2007

FORM 4

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

OMB 3235-0287 Number:

response...

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average burden hours per

0.5

OMB APPROVAL

Form 5 obligations may continue. See Instruction

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

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * JACKSON JEANNE P			Symbol		and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
			MCDO	NALI	OS CORP [MCD]	(Cł	neck all applicab	le)		
(Last)	(First)	(Middle)	3. Date of	Earlie	st Transaction					
			(Month/D	ay/Yea	r)	_X_ Director				
537 NEWP DRIVE, #3	ORT CENTE 06	ER	09/28/20	007		Officer (g below)	ive title Otherwood	her (specify		
(Street)			4. If Ame	ndmen	t, Date Original	6. Individual or Joint/Group Filing(Check				
		Filed(Mon	th/Day/	Year)	Applicable Line) _X_ Form filed by One Reporting Person					
NEWPORT	T BEACH, C.	A 92660				Form filed b Person	y More than One F	Reporting		
(City)	(State)	(Zip)	Table	e I - No	on-Derivative Securities Ac	equired, Disposed	l of, or Beneficia	ally Owned		
1.Title of	2. Transactio	n Date 2A. De	emed	3.	4. Securities	5. Amount of	6. Ownership	7. Natur		
C:4	(M = 4 - /D = 1	N7) I	D 4 'C	T	4' A ' 1 (A)	C	E D' (T 1'		

1.11tle of	2. Transaction Date	2A. Deemed	3.	4. Securit	1es	5. Amount of	6. Ownership	/. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	nAcquired	(A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed	of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	4 and 5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
					(4)	Reported		
					(A)	Transaction(s)		
			Code V	Amount	or (D) Price	(Instr. 3 and 4)		
Common						2.250	D	
Stock						2,250	D	

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)

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2.			4.		ber					
Conversion	(Month/Day/Year)	· · · · · · · · · · · · · · · · · · ·	Transactionof		Expiration Date		Underlying Securities		Derivativ	
		any				(Month/Day	Year)	(Instr. 3 and	4)	Security
Price of		(Month/Day/Year)	(Instr. 8)	Securit	ies					(Instr. 5)
Derivative				Acquir	ed					
Security				(A) or						
				Dispos	ed					
				of (D)						
				(Instr. 3	3. 4.					
				and 5)	, ,					
									A	
						Date	Expiration			
							-	Title		
						2.1010104010	24.0			
			Code V	(A)	(D)				Shares	
<u>(1)</u>	09/28/2007		A(2)	624		(3)	<u>(3)</u>	Common	624	\$ 54.4
	Conversion or Exercise Price of Derivative Security	Conversion or Exercise Price of Derivative Security (Month/Day/Year)	Conversion or Exercise any Price of (Month/Day/Year) Derivative Security Execution Date, if any (Month/Day/Year)	Conversion or Exercise any Code Price of (Month/Day/Year) Derivative Security Code V	Conversion or Exercise any Code Derivative Security Execution Date, if any Code Derivative Security (Month/Day/Year) (Instr. 8) Security Acquir (A) or Dispose of (D) (Instr. 3) and 5)	Conversion or Exercise Price of Derivative Security Execution Date, if any Code Derivative (Month/Day/Year) (Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D)	Conversion or Exercise Price of Derivative Security Execution Date, if any Code Derivative (Month/Day/Year) (Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable Code V (A) (D)	Conversion or Exercise Price of Derivative Security Code Derivative Security Execution Date, if any Code Derivative (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date (Month/Day/Year) Date Expiration Exercisable Date Code V (A) (D)	Conversion or Exercise or Exercise Price of Derivative Security Execution Date, if any Code Derivative (Month/Day/Year) (Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date (Month/Day/Year) (Instr. 3 and 5) Date Expiration Date (Month/Day/Year) (Instr. 3 and 5) Date Expiration Date (Month/Day/Year) (Instr. 3 and 5) Date Expiration Date (Instr. 3 and 5) Common Date (Instr. 3 and 5)	Conversion or Exercise Price of Derivative Security Execution Date, if any (Month/Day/Year) (Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date (Month/Day/Year) (Instr. 3 and 4) Expiration Date (Month/Day/Year) (Instr. 3 and 4) Expiration Date (Month/Day/Year) (Instr. 3 and 4) Expiration Date (Instr. 3 and 4)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

JACKSON JEANNE P
537 NEWPORT CENTER DRIVE
#306

NEWPORT BEACH, CA 92660

Signatures

/s/ Christopher Weber, Attorney-in-fact

10/02/2007

**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) Acquisition of phantom stock pursuant to Directors' Deferred Compensation Plan. The phantom stock converts to common stock on a one-for-one basis.
- (2) Acquisition of phantom stock pursuant to Directors' Deferred Compensation Plan in transaction exempt under Rule 16b-3(d)(1). Amount represents deferred compensation or dividends reinvested.
- (3) Payment of phantom stock may be deferred until the earlier of the director?s retirement date or other termination from the Board or a specific future date pursuant to an election.

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.

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