

Alvarez Ralph
Form 4
September 22, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Alvarez Ralph

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

MCDONALD'S CORPORATION, 2915 JORIE BOULEVARD

3. Date of Earliest Transaction (Month/Day/Year)
09/18/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
President and COO

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

OAK BROOK, IL 60523

(City) (State) (Zip)

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 Ownership (Instr. 4)	
			Code	V	Amount	(D)				Price
Common Stock	03/31/2009		G ⁽¹⁾	V	9,699	D	\$ 0	0	D	
Common Stock	09/18/2009		M		33,405	A	\$ 0	33,405	D	
Common Stock	09/18/2009		F		13,179	D	\$ 57	20,226	D	
Common Stock								18,363	I	By Trust (2)
Common Stock								12,410	I	Profit Sharing

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

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(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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Restricted Stock Units	(3)	09/18/2009		M	33,405	09/18/2009(4)	09/18/2009	Common Stock	33,405
Phantom Stock	(5)					(6)	(6)	Common Stock	31,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Alvarez Ralph MCDONALD'S CORPORATION 2915 JORIE BOULEVARD OAK BROOK, IL 60523	X		President and COO	

Signatures

/s/ Christopher Weber,
Attorney-in-fact

09/22/2009

__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) This transaction involved a gift of securities by the reporting person to a trust for the benefit of his wife, who is the grantor and trustee of the trust.
- (2) These shares are held in the trust described in footnote one.

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- (3) Each restricted stock unit represents a right to acquire one share of McDonald's Corporation common stock.
- (4) Vesting of these restricted stock units was contingent upon the Company's achievement of required performance measures.
- (5) Each share of phantom stock represents the right to receive the cash value of one share of McDonald's Corporation common stock.
- (6) Shares of phantom stock are payable in cash following the reporting person's separation from service with McDonald's.

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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