Dillon Mary Form 4 October 06, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

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

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Dillon Mary

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

MCDONALD'S

(First) (Middle) MCDONALDS CORP [MCD]

(Check all applicable)

(Last)

(City)

(Street)

(State)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 10/04/2009

Director 10% Owner X_ Officer (give title Other (specify

below) Corp Exec VP, Chf Mktg Officer

CORPORATION, 2915 JORIE

BOULEVARD

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

OAK BROOK, IL 60523

		Tabi	able 1 - Non-Derivative Securities Acquired, Disposed of, or Deficiently Owned							
1.Title of Security	2. Transaction Date (Month/Day/Year)	tion Date 2A. Deemed 3. 4. Securities Acquired by/Year) Execution Date, if Transaction(A) or Disposed of (D)				•	5. Amount of Securities	6. Ownership	7. Nature of Indirect	
(Instr. 3)	(Monui/Day/Tear)	Execution Date, if any	Code	(Instr. 3, 4 and 5)			Beneficially	Form: Direct	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership	
							Following	Indirect (I)	(Instr. 4)	
					(A)		Reported	(Instr. 4)		
				or		Transaction(s)				
			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	10/04/2009		M	14,000	A	\$ 0	19,322	D		
Common Stock	10/04/2009		F	5,523	D	\$ 56.71	13,799	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)

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)	5. Number of orDerivative 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 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	10/04/2009		M	14,000	(2)	(2)	Common Stock	14,000	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Dillon Mary MCDONALD'S CORPORATION 2915 JORIE BOULEVARD OAK BROOK, IL 60523

Corp Exec VP, Chf Mktg Officer

De Sec (In

Signatures

/s/ Christopher Weber, 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) Each restricted stock unit represents a right to acquire one share of McDonald's Corporation common stock.
- (2) The restricted stock units vest in 20% increments on the first, second, third, fourth and fifth 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.

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