Edgar Filing: MCDONALDS CORP - Form 4

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Form 4	OS CORP								
December 03,	2004								
FORM /								OMB APPROVAL	
Washington, D.C. 20549						COMMISSION	OMB Number:	January 31, 2005 d average ours per	
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 OWNERS SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act Section 17(a) of the Public Utility Holding Company Act of 1935 30(h) of the Investment Company Act of 1940					nge Act of 1934, of 1935 or Sectio	Expires: Estimated burden hou response			
(Print or Type Re	esponses)								
1. Name and Ad MCKENNA	Symbol	er Name and DNALDS C		C C	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) C/O SCHWA COMPANY, AVENUE		of Earliest Tra Day/Year) 2004	ansaction		X_ Director 10% Owner Officer (give titleX_ Other (specify below) below) Non-Exec Chairman of the Bd				
	(Street)	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			
MORTON G	ROVE, IL 60053	3				Person	viore than One R	eporung	
(City)	(State) (Zip) Tab	ole I - Non-D	erivative S	Securities A	cquired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, it any (Month/Day/Year	Code) (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, Amount	(A) or of (D)	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			Couc V	7 mount		38,000	D		
Common Stock						640	I	By wife (1)	

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. Transactio Code (Instr. 8)	5. Number onof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		(Instr. 3 and 4)		8. Price o Derivativ Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(2)</u>	12/01/2004		A <u>(3)</u>	867	(4)	(4)	Common Stock	867	<u>(2)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MCKENNA ANDREW J C/O SCHWARZ PAPER COMPANY 8338 AUSTIN AVENUE MORTON GROVE, IL 60053	х			Non-Exec Chairman of the Bd			
Signatures							
/s/ Carol A. Vix, Attorney-in-fact	12/03/2004						
**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) Beneficial ownership disclaimed.
- Acquisition of phantom stock pursuant to Directors' Stock Plan. The phantom stock converts to common stock on a one-for-one basis. (2)
- Acquisition of phantom stock pursuant to Directors' Stock Plan in transaction exempt under Rule 16b-3(d)(1). Amount represents deferred (3) compensation or dividends reinvested.
- (4) Exercisable upon retirement.

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.