MCDONALDS CORP

Form 4 October 04, 2005

FORM 4

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

OMB APPROVAL OMB

Number:

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0.5

if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Section 16.

Expires: 2005 Estimated average

SECURITIES

burden hours per response...

Form 4 or Form 5 obligations may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MCMILLAN CARY D

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

MCDONALDS CORP [MCD]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

X_ Director Officer (give title below)

10% Owner Other (specify

09/30/2005

4. If Amendment, Date Original

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

30 WESTWOOD LANE (Street)

LINCOLNSHIRE, IL 60069

Filed(Month/Day/Year)

(Zip)

Person

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(State)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

13,000 D

Common Stock

(City)

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

(Month/Day/Year)

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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Numbe	er 6. Date Exer	cisable and	7. Title and A	Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof	Expiration Date Underly		Underlying S	Securities	Derivativ
Security	or Exercise		any	Code	Derivativ	e (Month/Day	/Year)	(Instr. 3 and	4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities					(Instr. 5)
	Derivative				Acquired					
	Security				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,	4,				
					and 5)					
				Code V	(A) (I	D) Date	Expiration	Title	Amount	
					() (-	Exercisable	Date		or	
									Number	
									of	
									Shares	
Phantom	(1)	09/30/2005		$A^{(2)}$	687	(3)	(3)	Common	687	(1)
Stock	<u>(1)</u>	09/30/2003		A <u>(2)</u>	007	(3)	(3)	Stock	087	<u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships					
rg	Director	10% Owner	Officer	Other		
MCMILLAN CARY D 30 WESTWOOD LANE LINCOLNSHIRE, IL 60069	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) 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 compensation or dividends reinvested.
- (3) 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.

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