MCDONALDS CORP Form 4 July 03, 2007

Check this box

if no longer

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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subject to Section 16. Form 4 or Form 5 obligations

may continue.

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

See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * LENNY RICHARD H

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

MCDONALDS CORP [MCD] 3. Date of Earliest Transaction

4. If Amendment, Date Original

(Check all applicable)

100 CRYSTAL A DRIVE

(Month/Day/Year)

06/29/2007

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

below)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

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

Person

HERSHEY, PA 17033

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

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)

Reported (A) Transaction(s)

or (Instr. 3 and 4)

Common

Stock

Code V Amount (D) Price

> 2,000 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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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. N	umber	6. Date Exer	rcisable and	7. Title and A	Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ransactionof		Expiration Date		Underlying Securities		Derivativ
Security	or Exercise		any	Code	Deri	vative	(Month/Day	/Year)	(Instr. 3 and	4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)) Seci	rities					(Instr. 5)
	Derivative				Acq	uired					
	Security				(A)	or					
	, and the second se				` ′	osed					
					of (I						
					,	r. 3, 4,					
					and						
				Code V	V (A)	(D)		Expiration	Title	Amount	
							Exercisable	Date		or	
										Number	
										of	
										Shares	
Phantom									Common		
	<u>(1)</u>	06/29/2007		$A^{(2)}$	581		(3)	(3)		581	\$ 50.7
Stock							_	_	Stock		

Reporting Owners

Reporting Owner Name / Address	Relationships							
1 0	Director	10% Owner	Officer Other					
LENNY RICHARD H 100 CRYSTAL A DRIVE HERSHEY, PA 17033	X							

Signatures

/s/ Christopher Weber, Attorney-in-fact 07/03/2007

**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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