

Fields Janice L  
Form 4  
June 13, 2011

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Fields Janice L

(Last) (First) (Middle)

MCDONALD'S  
CORPORATION, 2915 JORIE  
BOULEVARD

(Street)

OAK BROOK, IL 60523

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/09/2011

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_\_ Other (specify  
below) below)  
President, McDonald's USA

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

**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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|-----------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) Price            |                                                                                               |                                                          |                                                       |
| Common Stock                    | 06/09/2011                           |                                                    | M                              |                                                                   | 15,750 | A \$ 40.4375                | 36,554 <sup>(1)</sup>                                                                         | D                                                        |                                                       |
| Common Stock                    | 06/09/2011                           |                                                    | M                              |                                                                   | 47,500 | A \$ 28.75                  | 84,054 <sup>(1)</sup>                                                                         | D                                                        |                                                       |
| Common Stock                    | 06/09/2011                           |                                                    | S                              |                                                                   | 63,250 | D \$ 80.8989 <sup>(2)</sup> | 20,804 <sup>(1)</sup>                                                                         | D                                                        |                                                       |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |                             | 38,468.65                                                                                     | I                                                        | Profit Sharing Plan                                   |

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

**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)

| 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 Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Options (Right to Buy)                     | \$ 40.4375                                             | 06/09/2011                           |                                                    | M                              | 15,750                                                                                  | (3) 05/19/2012                                           | Common Stock 15,750                                           |
| Options (Right to Buy)                     | \$ 28.75                                               | 06/09/2011                           |                                                    | M                              | 47,500                                                                                  | (3) 03/20/2012                                           | Common Stock 47,500                                           |
| Phantom Stock                              | (4)                                                    |                                      |                                                    |                                |                                                                                         | (5) (5)                                                  | Common Stock 4,744.8                                          |

## Reporting Owners

| Reporting Owner Name / Address                                                           | Relationships                    |
|------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                          | Director 10% Owner Officer Other |
| Fields Janice L<br>MCDONALD'S CORPORATION<br>2915 JORIE BOULEVARD<br>OAK BROOK, IL 60523 | President,<br>McDonald's<br>USA  |

## Signatures

/s/ Christopher Weber,  
Attorney-in-fact  
06/13/2011

\_\_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) Includes shares acquired through dividend reinvestment.

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This transaction was executed in multiple trades at prices ranging from \$80.7101 to \$81.04 per share. The price reported represents the

- (2) weighted average sales price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.
- (3) Options become exercisable in 25% increments on the first, second, third and fourth anniversary dates of the grant.
- (4) Each share of phantom stock represents the right to receive the cash value of one share of McDonald's Corporation common stock.
- (5) 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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