

GOARE DOUGLAS M
Form 3
February 01, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 GOARE DOUGLAS M
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 01/27/2011

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

4. Relationship of Reporting Person(s) to Issuer

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

MCDONALD'S CORPORATION, 2915 JORIE BOULEVARD
 (Street)

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 Corp Exec VP, Supply Chain

OAK BROOK, IL 60523
 (City) (State) (Zip)

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	6	D	∆
Common Stock	16,696.54	I	Profit Sharing Plan

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Options (Right to Buy)	Â <u>(1)</u>	02/14/2016	Common Stock	13,850	\$ 36.37	D	Â
Options (Right to Buy)	Â <u>(1)</u>	02/14/2017	Common Stock	11,659	\$ 45.02	D	Â
Options (Right to Buy)	Â <u>(1)</u>	02/13/2018	Common Stock	12,050	\$ 56.64	D	Â
Options (Right to Buy)	Â <u>(1)</u>	02/11/2019	Common Stock	15,634	\$ 57.08	D	Â
Options (Right to Buy)	Â <u>(1)</u>	02/10/2020	Common Stock	16,596	\$ 63.25	D	Â
Restricted Stock Units	02/13/2011	02/13/2011	Common Stock	1,722	\$ <u>(2)</u>	D	Â
Restricted Stock Units	02/11/2012	02/11/2012	Common Stock	7,490	\$ <u>(2)</u>	D	Â
Restricted Stock Units	02/10/2013	02/10/2013	Common Stock	2,372	\$ <u>(2)</u>	D	Â
Phantom Stock	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	4,937.26	\$ <u>(4)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOARE DOUGLAS M MCDONALD'S CORPORATION 2915 JORIE BOULEVARD OAK BROOK, IL 60523	Â	Â	Â Corp Exec VP, Supply Chain	Â

Signatures

/s/ Douglas M. Goare 02/01/2011

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Options become exercisable in 25% increments on the first, second, third and fourth anniversary dates of the grant.
- (2)

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Each restricted stock unit (RSU) represents a right to acquire one share of McDonald's Corporation common stock. Upon vesting, payout under the RSUs will be in the form of shares or, at the discretion of the Compensation Committee of the Board of Directors, the cash value thereof. No dividend, voting or other shareholder rights attach to the RSUs until they vest and only if the payout upon vesting is in shares of common stock.

- (3) Shares of phantom stock are payable in cash following the reporting person's separation from service with McDonald's.
- (4) Each share of phantom stock represents a right to receive the cash value of one share of McDonald's Corporation common stock.

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.