

Easterbrook Stephen
 Form 3
 September 10, 2010

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 *
 Easterbrook Stephen
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 09/01/2010

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, Brand Officer

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) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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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 (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | or Indirect (1) (Instr. 5) | |
|------------------------|------------|------------|--------------|--------|----------|----------------------------------|---|
| Options (Right to Buy) | Â (1) | 02/14/2017 | Common Stock | 2,498 | \$ 45.02 | D | Â |
| Options (Right to Buy) | Â (1) | 02/13/2018 | Common Stock | 9,454 | \$ 56.64 | D | Â |
| Options (Right to Buy) | Â (1) | 02/11/2019 | Common Stock | 12,414 | \$ 57.08 | D | Â |
| Options (Right to Buy) | Â (1) | 02/10/2020 | Common Stock | 14,936 | \$ 63.25 | D | Â |
| Restricted Stock Units | 02/13/2011 | 02/13/2011 | Common Stock | 2,702 | \$ (2) | D | Â |
| Restricted Stock Units | 02/11/2012 | 02/11/2012 | Common Stock | 2,366 | \$ (2) | D | Â |
| Restricted Stock Units | 02/10/2013 | 02/10/2013 | Common Stock | 5,298 | \$ (2) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Easterbrook Stephen MCDONALD'S CORPORATION 2915 JORIE BOULEVARD OAK BROOK, IL 60523 | Â | Â | Â Corp Exec VP, Brand Officer | Â |

Signatures

/s/ Christopher Weber,
Attorney-in-Fact

09/10/2010

**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.

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.

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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