

Fenton Timothy J  
 Form 4  
 February 18, 2009

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Fenton Timothy J

(Last) (First) (Middle)

MCDONALD'S APMEA, RBS  
 TOWER, 1 MATHESON ST.

(Street)

CAUSEWAY BAY, K3 00000

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/13/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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	(D)	Price
Common Stock	02/13/2009		M		37,950	A	\$ 35.25
							68,896
Common Stock	02/13/2009		S		37,950	D	\$ 57.4282
							<u>(1)</u>
Common Stock	02/14/2009		M		8,249	A	\$ 0
							39,195
Common Stock	02/14/2009		F		2,430	D	\$ 56.81
							36,765
Common Stock							18,980
							I
							By Trust <u>(2)</u>

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Common Stock	927	I	By Son
Common Stock	637	I	By Son

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)

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 Security (Instr. 3 and 4)	Amount of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security (Instr. 3 and 4)
Options (Right to Buy)	\$ 35.25	02/13/2009		M	37,950	(3)	03/21/2013	Common Stock	37,950
Restricted Stock Units	(4)	02/14/2009		M	8,249	02/14/2009(5)	02/14/2009	Common Stock	8,249
Phantom Stock	(6)					(7)	(7)	Common Stock	18,300

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Fenton Timothy J MCDONALD'S APMEA RBS TOWER, 1 MATHESON ST. CAUSEWAY BAY, K3 00000	President, McDonald's APMEA

## Signatures

/s/ Christopher Weber,  
Attorney-in-fact

02/18/2009

\_\_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).

This transaction was executed in multiple trades at prices ranging from \$57.32 to \$57.51 per share. The price reported represents the

- (1) 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.
- (2) These shares are held in a living trust of which the reporting person and his spouse are the sole trustees and beneficiaries.
- (3) Options become exercisable in 25% increments on the first, second, third and fourth anniversary dates of the grant.
- (4) Each restricted stock unit represents a right to acquire one share of McDonald's Corporation common stock.
- (5) Vesting of these restricted stock units was contingent upon the Company's achievement of required performance measures.
- (6) Each share of phantom stock represents the right to receive the cash value of one share of McDonald's Corporation common stock.
- (7) 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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