

SKINNER JAMES A
Form 4
February 10, 2006

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 *
SKINNER JAMES A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman and CEO

(Last) (First) (Middle)
MCDONALD'S CORPORATION, 2915 JORIE BOULEVARD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/09/2006

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

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

OAK BROOK, IL 60523

(City) (State) (Zip)

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	02/09/2006		M		95,000	A	\$ 23.5 241,238 D
Common Stock	02/09/2006		S		24,200	D	\$ 36.31 217,038 D
Common Stock	02/09/2006		S		1,400	D	\$ 36.33 215,638 D
Common Stock	02/09/2006		S		1,600	D	\$ 36.34 214,038 D
Common Stock	02/09/2006		S		2,300	D	\$ 36.35 211,738 D

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Common Stock	02/09/2006	S	27,000	D	\$ 36.36	184,738	D	
Common Stock	02/09/2006	S	4,100	D	\$ 36.37	180,638	D	
Common Stock	02/09/2006	S	4,600	D	\$ 36.38	176,038	D	
Common Stock	02/09/2006	S	800	D	\$ 36.39	175,238	D	
Common Stock	02/09/2006	S	100	D	\$ 36.4	175,138	D	
Common Stock	02/09/2006	S	2,400	D	\$ 36.41	172,738	D	
Common Stock	02/09/2006	S	1,300	D	\$ 36.42	171,438	D	
Common Stock	02/09/2006	S	1,200	D	\$ 36.43	170,238	D	
Common Stock	02/09/2006	S	22,600	D	\$ 36.44	147,638	D	
Common Stock	02/09/2006	S	1,400	D	\$ 36.45	146,238	D	
Common Stock						54,073	I	Profit Sharing Plan
Common Stock						43,168	I	Non-Qualified Benefit Plan

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

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(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)	8. Amount or Number of Shares	
					Code	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					V (A) (D)				

Options (Right to Buy)	\$ 23.5	02/09/2006		M	95,000	<u>(1)</u>	03/18/2007	Common Stock	95,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SKINNER JAMES A MCDONALD'S CORPORATION 2915 JORIE BOULEVARD OAK BROOK, IL 60523	X		Vice Chairman and CEO	

Signatures

/s/ James A.
Skinner

02/10/2006

 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) Options became exercisable in 25% increments on the first, third, fifth and seventh anniversary dates of the grant.

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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