

MCDONALDS CORP
 Form 3
 April 09, 2007

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 *
 Â Bensen Peter J
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 04/01/2007

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,Â 2915 JORIE BOULEVARD
 (Street)

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 Corp Sr Vice Pres, Controller

OAK BROOK,Â ILÂ 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	211	I	Profit Sharing Plan
Common Stock	5,037	I	Non-Qualified Benefit Plan

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	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>	05/19/2012	Common Stock	10,272	\$ 40.4375	D	Â
Options (Right to Buy)	Â <u>(1)</u>	03/21/2013	Common Stock	13,826	\$ 35.25	D	Â
Options (Right to Buy)	Â <u>(1)</u>	02/02/2011	Common Stock	21,400	\$ 29.43	D	Â
Options (Right to Buy)	Â <u>(1)</u>	03/20/2012	Common Stock	22,000	\$ 28.75	D	Â
Options (Right to Buy)	Â <u>(1)</u>	03/18/2013	Common Stock	6,000	\$ 14.31	D	Â
Options (Right to Buy)	Â <u>(1)</u>	02/16/2014	Common Stock	12,000	\$ 26.63	D	Â
Options (Right to Buy)	Â <u>(1)</u>	05/20/2014	Common Stock	12,000	\$ 25.31	D	Â
Options (Right to Buy)	Â <u>(1)</u>	02/16/2015	Common Stock	15,971	\$ 32.6	D	Â
Options (Right to Buy)	Â <u>(1)</u>	02/14/2016	Common Stock	15,870	\$ 36.37	D	Â
Options (Right to Buy)	Â <u>(1)</u>	02/14/2017	Common Stock	15,157	\$ 45.02	D	Â
Restricted Stock Units	02/16/2008 ⁽²⁾	02/16/2008 ⁽²⁾	Common Stock	2,283	\$ ⁽²⁾	D	Â
Restricted Stock Units	02/14/2009 ⁽²⁾	02/14/2009 ⁽²⁾	Common Stock	2,269	\$ ⁽²⁾	D	Â
Restricted Stock Units	02/14/2010 ⁽²⁾	02/14/2010 ⁽²⁾	Common Stock	2,166	\$ ⁽²⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bensen Peter J MCDONALD'S CORPORATION 2915 JORIE BOULEVARD OAK BROOK, IL 60523	Â	Â	Â Corp Sr Vice Pres, Controller	Â

Signatures

/s/ Peter J.
Bensen

04/04/2007

__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.

Restricted Stock Units (RSUs) are granted under the Company's Amended and Restated 2001 Omnibus Stock Ownership Plan and are subject to the terms of such Plan. The RSUs vest in full on the third anniversary of the grant date. Upon vesting, the RSUs will be settled

(2) in the form of an equal number of shares of McDonald's Corporation common stock, or, at the discretion of the Board's Compensation Committee, 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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