

Fenton Timothy J
 Form 3
 October 10, 2006

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 Fenton Timothy J
 (Last) (First) (Middle)

MCDONALD'S CORPORATION,Â 2915 JORIE BOULEVARD
 (Street)

OAK BROOK,Â ILÂ 60523
 (City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 09/29/2006

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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

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	11,000	D	Â
Common Stock	40,967	I	Profit Sharing Plan
Common Stock	9,055	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)

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)

Edgar Filing: Fenton Timothy J - Form 3

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) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Options (Right to Buy)	Â <u>(1)</u>	03/24/2008	Common Stock	60,000	\$ 26.25	D	Â
Options (Right to Buy)	Â <u>(1)</u>	04/01/2009	Common Stock	500	\$ 45.625	D	Â
Options (Right to Buy)	Â <u>(2)</u>	05/19/2012	Common Stock	33,000	\$ 40.4375	D	Â
Options (Right to Buy)	Â <u>(2)</u>	03/21/2013	Common Stock	40,549	\$ 35.25	D	Â
Options (Right to Buy)	Â <u>(2)</u>	02/02/2011	Common Stock	38,000	\$ 29.43	D	Â
Options (Right to Buy)	Â <u>(2)</u>	03/20/2012	Common Stock	47,500	\$ 28.75	D	Â
Options (Right to Buy)	Â <u>(2)</u>	03/18/2013	Common Stock	10,400	\$ 14.31	D	Â
Options (Right to Buy)	Â <u>(2)</u>	02/16/2014	Common Stock	25,000	\$ 26.63	D	Â
Options (Right to Buy)	Â <u>(2)</u>	05/20/2014	Common Stock	25,000	\$ 25.31	D	Â
Options (Right to Buy)	Â <u>(2)</u>	02/16/2015	Common Stock	25,299	\$ 32.6	D	Â
Options (Right to Buy)	Â <u>(2)</u>	02/14/2016	Common Stock	24,733	\$ 36.37	D	Â
Restricted Stock Units <u>(3)</u>	02/16/2008	02/16/2008	Common Stock	8,436	\$ <u>(3)</u>	D	Â
Restricted Stock Units <u>(3)</u>	02/14/2009 ⁽⁴⁾	02/14/2009 ⁽⁴⁾	Common Stock	8,249	\$ <u>(3)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fenton Timothy J MCDONALD'S CORPORATION 2915 JORIE BOULEVARD OAK BROOK, IL 60523	Â	Â	Â President, McDonald's APMEA	Â

Signatures

/s/ Timothy J.
Fenton

10/05/2006

 **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, third, fifth and seventh anniversary dates of the grant.

(2) Options become exercisable in 25% increments on the first, second, third and fourth anniversary dates of the grant.

(3) 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. Upon vesting, payout under the RSUs will be 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.

(4) Performance based on diluted earnings per share growth.

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.