

MCDONALDS CORP
Form 3/A
December 20, 2004

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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Alvarez Ralph		(Month/Day/Year)	MCDONALDS CORP [MCD]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		11/22/2004		12/01/2004
MCDONALD'S CORPORATION,Â 2915 JORIE BOULEVARD			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			President - McDonald's USA	
OAK BROOK,Â ILÂ 60523				
(City)	(State)	(Zip)		

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	16,099	I	Non-Qualified Benefit Plan
Common Stock	8	D	Â

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>	04/01/2006	Common Stock	24,000	\$ 24.625	D	Â
Options (Right to Buy)	Â <u>(1)</u>	03/18/2007	Common Stock	24,222	\$ 23.5	D	Â
Options (Right to Buy)	Â <u>(1)</u>	03/23/2008	Common Stock	31,500	\$ 26.25	D	Â
Options (Right to Buy)	Â <u>(2)</u>	05/19/2012	Common Stock	24,000	\$ 40.4375	D	Â
Options (Right to Buy)	Â <u>(2)</u>	03/21/2013	Common Stock	25,300	\$ 35.25	D	Â
Options (Right to Buy)	Â <u>(2)</u>	02/02/2011	Common Stock	21,500	\$ 29.43	D	Â
Options (Right to Buy)	Â <u>(2)</u>	03/20/2012	Common Stock	85,000	\$ 28.75	D	Â
Options (Right to Buy)	Â <u>(2)</u>	03/18/2013	Common Stock	72,000	\$ 14.31	D	Â
Options (Right to Buy)	Â <u>(2)</u>	02/16/2014	Common Stock	36,000	\$ 26.63	D	Â
Options (Right to Buy)	Â <u>(2)</u>	05/20/2014	Common Stock	36,000	\$ 25.31	D	Â
Restricted Stock Units <u>(3)</u>	03/18/2006	03/18/2006	Common Stock	30,769	\$ <u>(3)</u>	D	Â
Restricted Stock Units <u>(3)</u>	07/14/2008	07/14/2008	Common Stock	20,000	\$ <u>(3)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Alvarez Ralph MCDONALD'S CORPORATION 2915 JORIE BOULEVARD OAK BROOK, IL 60523	Â	Â	Â President - McDonald's USA	Â

Signatures

Ralph Alvarez 12/16/2004
 **Signature of Date
 Reporting Person

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 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. 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.