

Stratton Jeffrey P
Form 3
October 10, 2006

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 *

Stratton Jeffrey P

(Last)

(First)

(Middle)

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

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

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
Corp Exec Vice President

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

MCDONALD'S
CORPORATION, 2915 JORIE
BOULEVARD

(Street)

OAK BROOK, IL 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

217

D

^

Common Stock

6

I

By Children

Common Stock

11,066

I

Profit Sharing 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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information contained in this form are not
required to respond unless the form displays a
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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>	05/19/2012	Common Stock	26,000	\$ 40.4375	D	Â
Options (Right to Buy)	Â <u>(1)</u>	01/24/2013	Common Stock	750	\$ 39.5	D	Â
Options (Right to Buy)	Â <u>(1)</u>	03/21/2013	Common Stock	26,400	\$ 35.25	D	Â
Options (Right to Buy)	Â <u>(1)</u>	02/02/2011	Common Stock	20,000	\$ 29.43	D	Â
Options (Right to Buy)	Â <u>(1)</u>	03/20/2012	Common Stock	9,000	\$ 28.75	D	Â
Options (Right to Buy)	Â <u>(1)</u>	03/18/2013	Common Stock	11,000	\$ 14.31	D	Â
Options (Right to Buy)	Â <u>(1)</u>	02/16/2014	Common Stock	15,000	\$ 26.63	D	Â
Options (Right to Buy)	Â <u>(1)</u>	05/20/2014	Common Stock	22,500	\$ 25.31	D	Â
Options (Right to Buy)	Â <u>(1)</u>	02/16/2015	Common Stock	23,460	\$ 32.6	D	Â
Options (Right to Buy)	Â <u>(1)</u>	02/14/2016	Common Stock	22,672	\$ 36.37	D	Â
Restricted Stock Units <u>(2)</u>	02/16/2008	02/16/2008	Common Stock	7,823	\$ <u>(2)</u>	D	Â
Restricted Stock Units <u>(2)</u>	02/14/2009 <u>(3)</u>	02/14/2009 <u>(3)</u>	Common Stock	7,562	\$ <u>(2)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stratton Jeffrey P MCDONALD'S CORPORATION 2915 JORIE BOULEVARD OAK BROOK,Â ILÂ 60523	Â	Â	Â Corp Exec Vice President	Â

Signatures

/s/ Jeffrey P.
Stratton

10/06/2006

__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, 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. 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.

(3) 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.

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