

MCDONALDS CORP

Form 3

October 10, 2006

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated 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 FLOERSCH RICHARD R

(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 Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Corp Exec VP, Human Resources

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person

MCDONALD'S

CORPORATION,Â 2915 JORIE

BOULEVARD

(Street)

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

8,500

D

Â

Common Stock

2,627

I

Profit Sharing Plan

Common Stock

15,446

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)**

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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>	12/02/2013	Common Stock	30,000	\$ 26.48	D	Â
Options (Right to Buy)	Â <u>(1)</u>	02/16/2014	Common Stock	25,000	\$ 26.63	D	Â
Options (Right to Buy)	Â <u>(1)</u>	05/20/2014	Common Stock	25,000	\$ 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>	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	13,218	\$ <u>(2)</u>	D	Â
Restricted Stock Units <u>(2)</u>	02/16/2008 <u>(4)</u>	02/16/2008 <u>(4)</u>	Common Stock	7,823	\$ <u>(2)</u>	D	Â
Restricted Stock Units <u>(2)</u>	02/14/2009 <u>(4)</u>	02/14/2009 <u>(4)</u>	Common Stock	7,562	\$ <u>(2)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLOERSCH RICHARD R MCDONALD'S CORPORATION 2915 JORIE BOULEVARD OAK BROOK, IL 60523	Â	Â	Â Corp Exec VP, Human Resources	Â

Signatures

/s/ Richard Floersch 10/09/2006

 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.

(2)

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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.

- RSUs will vest on the date of the Reporting Person's retirement, provided that his retirement date is at age 55 or older and is at the mutual
- (3) agreeemnt of the Reporting Person and management. RSUs will be forfeited if the Reporting Person terminates under any other circumstances.
 - (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.

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