

Fields Janice L
 Form 3
 January 21, 2010

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Fields Janice L</p> <p>(Last) (First) (Middle)</p> <p>MCDONALD'S CORPORATION,Â 2915 JORIE BOULEVARD</p> <p>(Street)</p> <p>OAK BROOK,Â ILÂ 60523</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/11/2010</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MCDONALDS CORP [MCD]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>President, McDonald's USA</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>
			<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>	

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	10,663	D	Â
Common Stock	36,397.99	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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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 (Instr. 5)
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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)	
Options (Right to Buy)	Â <u>(1)</u>	05/19/2012	Common Stock	15,750	\$ 40.4375	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	32,500	\$ 29.43	D	Â
Options (Right to Buy)	Â <u>(1)</u>	03/20/2012	Common Stock	47,500	\$ 28.75	D	Â
Options (Right to Buy)	Â <u>(1)</u>	02/16/2014	Common Stock	7,500	\$ 26.63	D	Â
Options (Right to Buy)	Â <u>(1)</u>	05/20/2014	Common Stock	2,000	\$ 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	19,580	\$ 36.37	D	Â
Options (Right to Buy)	Â <u>(1)</u>	02/14/2017	Common Stock	19,987	\$ 45.02	D	Â
Options (Right to Buy)	Â <u>(1)</u>	02/13/2018	Common Stock	24,100	\$ 56.64	D	Â
Options (Right to Buy)	Â <u>(1)</u>	02/11/2019	Common Stock	25,749	\$ 57.08	D	Â
Restricted Stock Units	02/14/2010	02/14/2010	Common Stock	14,439	\$ <u>(2)</u>	D	Â
Restricted Stock Units	02/13/2011	02/13/2011	Common Stock	3,443	\$ <u>(2)</u>	D	Â
Restricted Stock Units	02/11/2012	02/11/2012	Common Stock	3,680	\$ <u>(2)</u>	D	Â
Phantom Stock	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	4,559.98	\$ <u>(4)</u>	I	Non-Qualified Benefit Plan

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fields Janice L MCDONALD'S CORPORATION	Â	Â	Â President, McDonald's USA	Â

2915 JORIE BOULEVARD
OAK BROOK, IL 60523

Signatures

/s/ Christopher Weber,
Attorney-in-fact

01/21/2010

__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.

Each restricted stock unit (RSU) represents a right to acquire one share of McDonald's Corporation common stock. Upon vesting, payout under the RSUs will be in the form of shares or, at the discretion of the Compensation Committee of the Board of Directors, 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) Shares of phantom stock are payable in cash following the reporting person's separation from service with McDonald's.

(4) Each share of phantom stock represents a right to receive the cash value of one share of McDonald's Corporation 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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