

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)

MCDONALD'S CORPORATION, 2915 JORIE BOULEVARD

(Street)

OAK BROOK, IL 60523

(City) (State) (Zip)

(Check all applicable)

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

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 | 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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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 ⁽³⁾ | 02/14/2009 ⁽³⁾ | 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, IL 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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