

MCKENNA ANDREW J
 Form 4
 December 14, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
 MCKENNA ANDREW J
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
 MCDONALDS CORP [MCD]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

C/O SCHWARZ SUPPLY
 SOURCE, 8338 AUSTIN AVENUE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/12/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
 Non-Exec Chairman of the Bd

MORTON GROVE, IL 60053
 (City) (State) (Zip)

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

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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/12/2012		M	1,666	A \$ 17.5	45,436	D
Common Stock	12/12/2012		M	3,332	A \$ 25.31	48,768	D
Common Stock						640	I By wife ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Options (Right to Buy)	\$ 17.5 ⁽²⁾	12/12/2012		M	1,666	⁽²⁾ 05/22/2013	Common Stock	1,666
Options (Right to Buy)	\$ 25.31 ⁽²⁾	12/12/2012		M	3,332	⁽²⁾ 05/20/2014	Common Stock	3,332

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCKENNA ANDREW J C/O SCHWARZ SUPPLY SOURCE 8338 AUSTIN AVENUE MORTON GROVE, IL 60053	X			Non-Exec Chairman of the Bd

Signatures

/s/ Christopher Weber,
Attorney-in-fact

12/14/2012

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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) Beneficial ownership disclaimed.

(2) Options became exercisable in 33% increments on the first, second and third anniversary dates of the grant.

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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