#### MCKENNA ANDREW J

Form 4 April 02, 2009

## FORM 4

#### **OMB APPROVAL** OMB

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires:

2005

**SECURITIES** 

Estimated average burden hours per response... 0.5

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* MCKENNA ANDREW J

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

MCDONALDS CORP [MCD]

(Check all applicable)

Non-Exec Chairman of the Bd

(Last)

(City)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

03/31/2009

\_X\_\_ Director 10% Owner \_X\_ Other (specify Officer (give title

below)

below)

**SOURCE, 8338 AUSTIN AVENUE** 

(Street)

(State)

(Zip)

4. If Amendment, Date Original

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

Filed(Month/Day/Year)

MORTON GROVE, IL 60053

C/O SCHWARZ SUPPLY

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or

(Instr. 3 and 4) Code V Amount (D) Price

Common 42,555 D Stock

Common 640 I By wife (1)Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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## 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 ionDerivative 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 I S (
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(2)</u>	03/31/2009		A(3)	659.703		<u>(4)</u>	<u>(4)</u>	Common Stock	659.703	

## **Reporting Owners**

Reporting Owner Name / Address

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

04/02/2009

\*\*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) Each share of phantom stock is the economic equivalent of one share of common stock and shall be settled in cash, pursuant to the Directors' Deferred Compensation Plan (the "Plan").
- (3) Acquisition of phantom stock pursuant to the Plan in transaction exempt under Rule 16b-3(d)(1). Amount represents deferred compensation.
- (4) Payment of phantom stock may be deferred until the earlier of the director?s retirement date or other termination from the Board or a specific future date pursuant to an election.
- (5) Includes shares acquired through dividend reinvestment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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