

HENNEQUIN DENIS
Form 4
October 26, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
HENNEQUIN DENIS

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)

President, McDonald's Europe

(Last) (First) (Middle)
MCDONALD'S
EUROPE, BOULEVARD DU
THEATRE, 3

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/22/2010

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

GENEVA, SWITZERLAND, V8 CH
1204

(City) (State) (Zip)

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)
				Code	V Amount (A) or (D) Price			
Common Stock	10/22/2010		M	38,000	A \$ 29.43	66,003	D	
Common Stock	10/22/2010		M	48,500	A \$ 29.29	114,503	D	
Common Stock	10/22/2010		M	8,160	A \$ 23.93	122,663	D	
Common Stock	10/22/2010		M	20,000	A \$ 26.63	142,663	D	
	10/22/2010		M	20,000	A	162,663	D	

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Common Stock						\$				
						25.45				
Common Stock	10/22/2010		S	134,660	D	\$ 78	28,003	D		
Common Stock							3,585	I	Plan Epargne d'Enterprise	

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

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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 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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (Right to Buy)	\$ 29.43	10/22/2010		M		(1) 02/02/2011	Common Stock	38,000	
Options (Right to Buy)	\$ 29.29	10/22/2010		M		(1) 05/03/2012	Common Stock	48,500	
Options (Right to Buy)	\$ 23.93	10/22/2010		M		(1) 09/24/2013	Common Stock	8,160	
Options (Right to Buy)	\$ 26.63	10/22/2010		M		(1) 02/16/2014	Common Stock	20,000	
Options (Right to Buy)	\$ 25.45	10/22/2010		M		(1) 05/21/2014	Common Stock	20,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENNEQUIN DENIS MCDONALD'S EUROPE BOULEVARD DU THEATRE, 3 GENEVA, SWITZERLAND, V8 CH 1204			President, McDonald's Europe	

Signatures

/s/ Christopher Weber, Attorney-in-fact	10/26/2010
**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) Options become exercisable in 25% increments on the first, second, third and fourth 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. 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.