MCDONALDS CORP
Form S-8 POS
February 19, 2010
As filed with the Securities and Exchange Commission on February 19, 2010

Registration No. 333-03409

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

POST-EFFECTIVE AMENDMENT NO. 1

TO
FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

McDonald's Corporation
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	36-2361282 (I.R.S. Employer Identification Number)
One McDonald's Plaza, Oak Brook, Illinois (Address of Principal Executive Offices)	60523-1900 (Zip Code)

McDONALD'S CORPORATION 1992 STOCK OWNERSHIP INCENTIVE PLAN
(Full title of the plan)

Gloria Santona
Corporate Executive Vice President,
General Counsel and Secretary
McDonald's Corporation
One McDonald's Plaza
Oak Brook, Illinois 60523-1900
(Name and address of agent for service)

(630) 623-3000
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer x	Accelerated filer ¨
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 (the "Post-Effective Amendment") relates to the Registration Statement on Form S-8 (Registration No. 333-03409) filed by McDonald's Corporation (the "Registrant") with the U.S. Securities and Exchange Commission on May 9, 1996 (the "Registration Statement") to register 32,000,000 shares of the Registrant's Common Stock (with associated Preferred Stock Purchase Rights) for issuance under the McDonald's Corporation 1992 Stock Ownership Incentive Plan (the "Plan"). As of the date of this Post-Effective Amendment, all of the Common Stock registered has been issued under the Plan.

In accordance with the Registrant's undertaking in Part II, Item 9(a)(3) of the Registration Statement, the Registrant hereby amends the Registration Statement to remove from registration all securities registered but remaining unsold, if any, under the Registration Statement and to terminate the effectiveness of the Registration Statement.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

24 Power of Attorney

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Village of Oak Brook, State of Illinois, on this 19th day of February, 2010.

McDONALD'S CORPORATION

By: /s/ Gloria Santona
Gloria Santona
Corporate Executive Vice President,
General Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature Title	Date
* Susan E. Arnold Director	February 19, 2010
* Peter J. Bensen Corporate Executive Vice President and Chief Financial Officer	February 19, 2010
* Robert A. Eckert Director	February 19, 2010
* Enrique Hernandez, Jr. Director	February 19, 2010
* Jeanne P. Jackson Director	February 19, 2010
* Richard H. Lenny Director	February 19, 2010
* Walter E. Massey Director	February 19, 2010

*	February 19, 2010
Andrew J. McKenna Chairman of the Board and Director	
*	February 19, 2010
Cary D. McMillan Director	
*	February 19, 2010
Kevin M. Ozan Corporate Senior Vice President - Controller	
*	February 19, 2010
Sheila A. Penrose Director	
*	February 19, 2010
John W. Rogers, Jr. Director	
*	February 19, 2010
James A. Skinner Vice Chairman, Chief Executive Officer and Director	
*	February 19, 2010
Roger W. Stone Director	
*	February 19, 2010
Miles D. White Director	

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*Gloria Santona, the undersigned attorney-in-fact, by signing her name hereto, does hereby sign and execute this Post-Effective Amendment No. 1 on behalf of the above indicated directors and officers of the Registrant pursuant to a power of attorney filed with the U.S. Securities and Exchange Commission.

By: /s/ Gloria Santona
Gloria Santona
Attorney-in-Fact

EXHIBIT INDEX

Exhibit No.	Description
24	Power of Attorney