ROGERS JOHN W JR

Form 4 July 02, 2008

## FORM 4

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

OMB APPROVAL

Expires:

Check this box if no longer subject to

Washington, D.C. 20549

Number: 3235-0287

Synings January 31,

subject to Section 16. Form 4 or STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per

Form 5 obligations may continue. *See* Instruction

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

response... 0.5

1(b).

Stock

(Print or Type Responses)

1. Name and A ROGERS JO	2. Issuer Name and Ticker or Trading Symbol MCDONALDS CORP [MCD]				g	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last)  ARIEL INV RANDOLPI	3. Date of Earliest Transaction (Month/Day/Year) 06/30/2008					X Director 10% Owner Other (specify below)				
CHICAGO,	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securit	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	Executi any	emed on Date, if /Day/Year)	3. Transactic Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	(A) o l of (D	)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock						` /		77,000	D	
Common								100	I	By

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

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SEC 1474

(9-02)

daughter (1)

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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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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 II S (	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(2)</u>	06/30/2008		A(3)	462.469		<u>(4)</u>	<u>(4)</u>	Common	462.469	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ROGERS JOHN W JR ARIEL INVESTMENTS 200 EAST RANDOLPH DRIVE, SUITE 2900 CHICAGO, IL 60601



## **Signatures**

/s/ Christopher Weber, Attorney-in-fact

07/02/2008

\*\*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) Acquisition of phantom stock pursuant to the Directors' Deferred Compensation Plan (the "Plan"). Each share of phantom stock is the economic equivalent of one share of common stock and shall be settled in cash, pursuant to 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.

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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