

BABROWSKI CLAIRE H

Form 4

December 14, 2004

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BABROWSKI CLAIRE H

(Last) (First) (Middle)

**MCDONALD'S
CORPORATION, 2915 JORIE
BOULEVARD**

(Street)

OAK BROOK, IL 60523

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/13/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Senior Exec Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/13/2004		M		60,000	A	\$ 24.625	80,087	D	
Common Stock	12/13/2004		M		54,500	A	\$ 23.5	134,587	D	
Common Stock	12/13/2004		M		67,500	A	\$ 26.25	202,087	D	
Common Stock	12/13/2004		M		19,000	A	\$ 14.31	221,087	D	
Common Stock	12/13/2004		S		201,000	D	\$ 31.8	20,087	D	

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Common Stock	442	I	By Daughters
Common Stock	38,902	I	Profit Sharing Plan
Common Stock	16,038	I	Non-Qualified Benefit Plan
Common Stock	21,958	I	By Husband Profit Sharing Plan
Common Stock	1,643	I	By Husband NQBP

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

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(9-02)

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)	\$ 24.625	12/13/2004		M	60,000	<u>(1)</u> 04/01/2006	Common Stock	60,000
Options (Right to Buy)	\$ 23.5	12/13/2004		M	54,500	<u>(1)</u> 03/18/2007	Common Stock	54,500
Options (Right to Buy)	\$ 26.25	12/13/2004		M	67,500	<u>(1)</u> 03/24/2008	Common Stock	67,500
Options (Right to Buy)	\$ 14.31	12/13/2004		M	19,000	<u>(2)</u> 03/18/2013	Common Stock	19,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BABROWSKI CLAIRE H MCDONALD'S CORPORATION 2915 JORIE BOULEVARD OAK BROOK, IL 60523			Senior Exec Vice President	

Signatures

/s/ Carol A. Vix,
Attorney-in-fact
12/14/2003

__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 became exercisable in 25% increments on the first, third, fifth and seventh anniversary dates of the grant.

(2) 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.

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