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MCDONA Form 4	LDS CORP											
February 1	2, 2008											
FOR	M4 UNITED	STATES	SECU	DITIES	AND FY	сн	ANCE	COMMISSIO	NT.	IB APF	ROVA	_
		STATES		ashingto					N OMB Numbe	er:	3235-0)287
Check if no lo	this box			HANGES IN BENEFICIAL OWNERSHIP OF						s:	January	/ 31, 2005
subject to STATE Section 16. Form 4 or		MENT OF	Estima burden respon	Estimated average burden hours per response 0								
obligat may co <i>See</i> Ins 1(b).	ions Section 17	(a) of the H	Public I		olding Co	mpa	ny Act o	of 1935 or Sect				
(Print or Type	e Responses)											
1. Name and Stratton Je	Address of Reporting offrey P	g Person <u>*</u>	Symbol	ier Name a			-	5. Relationship Issuer	of Reporting	g Person	n(s) to	
(Last)	(First)	(Middle)		of Earliest			7]	(Check all applicable)				
(Lust)	(1150)	(ivildule)		/Day/Year)	Tansaction	1		Director 10% Owner				
MCDONA CORPOR BOULEV	ATION, 2915 JOI	RIE	02/12/	2008				XOfficer (g below) Corp Ez	tive title below xecutive Vice	v)	(specify lent	
	(Street)			nendment, l íonth/Day/Ye	-	nal		6. Individual or Applicable Line) _X_ Form filed b	by One Reporti	ng Pers	on	
OAK BRO	OOK, IL 60523							Form filed b Person	y More than O	ne Repo	orting	
(City)	(State)	(Zip)	Ta	ble I - Non	-Derivativ	e Secı	ırities Ac	quired, Disposed	l of, or Bene	ficially	Owned	
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)				3. Transactio Code (Instr. 8)	4. Securit m(A) or Dis (Instr. 3, 4	sposed and f	l of (D)	5. Amount of Securities6.7. Natu IndirectBeneficiallyOwnershipIndirectOwnedDirect (D)(Instr. 4)Followingor IndirectReported(I)			ect Bene ership	ficial
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
Common Stock	02/12/2008			M	26,400	(D) A	\$ 35.25	26,617	D			
Common Stock	02/12/2008			М	4,230	А	\$ 32.6	30,847	D			
Common Stock	02/12/2008			S	8,500	D	\$ 56.53	22,347	D			
Common Stock	02/12/2008			S	1,100	D	\$ 56.52	21,247	D			
Common Stock	02/12/2008			S	100	D	\$ 56 51	21,147	D			

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Common Stock	02/12/2008	S	9,400	D	\$ 56.5	11,747	D	
Common Stock	02/12/2008	S	200	D	\$ 56.49	11,547	D	
Common Stock	02/12/2008	S	1,200	D	\$ 56.48	10,347	D	
Common Stock	02/12/2008	S	3,600	D	\$ 56.47	6,747	D	
Common Stock	02/12/2008	S	5,330	D	\$ 56.46	1,417	D	
Common Stock	02/12/2008	S	1,200	D	\$ 56.45	217	D	
Common Stock						9,237	I	Profit Sharing Plan
Common Stock						6	I	By Children
Common Stock						191	Ι	Non-Qualified Benefit Plan

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 required to respond unless the form displays a currently valid OMB control number.

(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. Transactio Code (Instr. 8)	5. Number of ctiorDerivative Securities 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		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	
Options (Right to Buy)	\$ 35.25	02/12/2008		М		26,400	<u>(1)</u>	03/21/2013	Common Stock	26,400	
Options (Right to Buy)	\$ 32.6	02/12/2008		М		4,230	<u>(1)</u>	02/16/2015	Common Stock	4,230	

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
Stratton Jeffrey P MCDONALD'S CORPORATION 2915 JORIE BOULEVARD OAK BROOK, IL 60523			Corp Executive Vice President						
Signatures									
/s/ Denise A. Horne, Attorney-in-fact		2/12/2008							
**Signature of Reporting Person		Date							
Explanation of Resp	Explanation of Responses:								

* If the form is filed by more than one reporting person see Instruct

* 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.