ADAMS HALL JR Form 4 March 19, 2008

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

**OMB APPROVAL** 

Expires:

January 31, 2005

0.5

Estimated average burden hours per

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* ADAMS HALL JR

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

MCDONALDS CORP [MCD]

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

(Zip)

3. Date of Earliest Transaction

(Check all applicable)

177 WOODLEY ROAD

(Month/Day/Year) 03/17/2008

X\_ Director 10% Owner Officer (give title Other (specify below)

(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

4. If Amendment, Date Original

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Filed(Month/Day/Year)

Person

WINNETKA, IL 60093

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Owned Ownership Following (Instr. 4) (Instr. 4)

D

Reported (A) Transaction(s) or

Code V Amount (D) Price

(Instr. 3 and 4)

4,000

Common Stock

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 (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: ADAMS HALL JR - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	Nun	ıber	6. Date Exer	cisable and	7. Title and A	Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionof	onof Expiration Date			Underlying Securities		Derivativ	
Security	or Exercise		any	Code	D	eriva	tive	(Month/Day	Year)	(Instr. 3 and	4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	) Se	ecurit	ies					(Instr. 5)
	Derivative				A	cquir	ed					
	Security				(A	A) or						
					D	ispos	ed					
					of	f (D)						
					(In	nstr.	3, 4,					
					an	nd 5)						
				Code	V (	(A)	(D)	Date	Expiration	Title	Amount	
				0000	, (	)	(2)	Exercisable	Date	11110	or	
								Exercisaeic	Buile		Number	
											of	
											Shares	
Phantom	(1)	02/17/2009		A (2)	1	02		(3)	(3)	Common	102	¢ 5 4 0
Stock	<u>(1)</u>	03/17/2008		$A^{(2)}$	1	.03		(3)	(3)	Stock	103	\$ 54.2

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer Othe					
ADAMS HALL JR 177 WOODLEY ROAD WINNETKA, IL 60093	X							

# **Signatures**

/s/ Christopher Weber,
Attorney-in-fact
03/19/2008

\*\*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) Acquisition of phantom stock pursuant to Directors' Stock Plan. The phantom stock converts to common stock on a one-for-one basis.
- (2) Acquisition of phantom stock pursuant to Directors' Stock Plan in transaction exempt under Rule 16b-3(d)(1). Amount represents deferred compensation or dividends reinvested.
- (3) 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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