### Edgar Filing: MCMILLAN CARY D - Form 4

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Form 4											
April 26, 201	10										
FORM	14					~~~	NGEO		OMB A	PROVAL	
	UNITEL	) STATES		shington,			NGE C	OMMISSION	OMB Number:	3235-0287	
Check the					Expires:	January 31,					
if no long subject to Section 1 Form 4 o	F CHAN	GES IN I SECUR	Estimated average burden hours per response 0.5								
Form 5 obligations may continue.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 19401(b).30(h) of the Investment Company Act of 1940											
(Print or Type I	Responses)										
MCMILLAN CARY D S				Name and			-	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle) 3. Date of Earliest Transaction					(Check all applicable)				
30 WESTWOOD LANE			(Month/Day/Year) 04/22/2010					X_ Director 10% Owner Officer (give title Other (specify below) below)			
			4. If Amendment, Date Original Filed(Month/Day/Year)					<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
LINCOLNS	SHIRE, IL 6006	9						Form filed by N Person	fore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, any (Month/Day/Year)		on Date, if	Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	04/22/2010			M	5,000	A	\$ 25.31	19,366	D		
Common Stock	04/22/2010			F <u>(1)</u>	1,782	D	\$ 71.03	17,584	D		
Common Stock	04/23/2010			S	1,300	D	\$ 71.2	16,284	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Transactio Code (Instr. 8)	5. Number prof 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. I Der Sec (In:
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options (Right to Buy)	\$ 25.31	04/22/2010		М	5,000	(2)	05/20/2014	Common Stock	5,000	

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
1	Director	10% Owner	Officer	Other			
MCMILLAN CARY D 30 WESTWOOD LANE LINCOLNSHIRE, IL 60069	Х						
Signatures							
/s/ Christopher Weber, Attorney-in-fact	04/26/2010						
<u>**</u> 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) The reporting person surrendered shares of McDonald's Corporation common stock to pay the exercise price related to his option exercise.
- (2) Options became exercisable in 33% increments on the first, second and third 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.