

MCDONALDS CORP
 Form 3
 October 10, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 FLOERSCH RICHARD R
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 09/29/2006

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

4. Relationship of Reporting Person(s) to Issuer

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

MCDONALD'S CORPORATION, 2915 JORIE BOULEVARD
 (Street)

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 Corp Exec VP, Human Resources

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

OAK BROOK, IL 60523
 (City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	8,500	D	À
Common Stock	2,627	I	Profit Sharing Plan
Common Stock	15,446	I	Non-Qualified Benefit Plan

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

SEC 1473 (7-02)

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Options (Right to Buy)	Â (1)	12/02/2013	Common Stock	30,000	\$ 26.48	D	Â
Options (Right to Buy)	Â (1)	02/16/2014	Common Stock	25,000	\$ 26.63	D	Â
Options (Right to Buy)	Â (1)	05/20/2014	Common Stock	25,000	\$ 25.31	D	Â
Options (Right to Buy)	Â (1)	02/16/2015	Common Stock	23,460	\$ 32.6	D	Â
Options (Right to Buy)	Â (1)	02/14/2016	Common Stock	22,672	\$ 36.37	D	Â
Restricted Stock Units (2)	Â (3)	Â (3)	Common Stock	13,218	\$ (2)	D	Â
Restricted Stock Units (2)	02/16/2008(4)	02/16/2008(4)	Common Stock	7,823	\$ (2)	D	Â
Restricted Stock Units (2)	02/14/2009(4)	02/14/2009(4)	Common Stock	7,562	\$ (2)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLOERSCH RICHARD R MCDONALD'S CORPORATION 2915 JORIE BOULEVARD OAK BROOK, IL 60523	Â	Â	Â Corp Exec VP, Human Resources	Â

Signatures

/s/ Richard Floersch 10/09/2006

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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.
- (2)

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Restricted Stock Units (RSUs) are granted under the Company's Amended and Restated 2001 Omnibus Stock Ownership Plan and are subject to the terms of such Plan. Upon vesting, payout under the RSUs will be in the form of an equal number of shares of McDonald's Corporation common stock, or, at the discretion of the Board's Compensation Committee, the cash value thereof. No dividend, voting or other shareholder rights attach to the RSUs until they vest and only if the payout upon vesting is in shares of common stock.

- RSUs will vest on the date of the Reporting Person's retirement, provided that his retirement date is at age 55 or older and is at the mutual
- (3) agreeemnt of the Reporting Person and management. RSUs will be forfeited if the Reporting Person terminates under any other circumstances.
 - (4) Performance based on diluted earnings per share growth.

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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