

BELL CHARLES
Form 5
February 01, 2005

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
BELL CHARLES

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	Â	Â	6,000	I	By Wife
Common Stock	Â	Â	Â	Â	Â	Â	5,836	I	Profit Sharing Plan
Common Stock	Â	Â	Â	Â	Â	Â	34,755	I	Non-Qualified Benefit Plan

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

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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. 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 Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Options (Right to Buy)	\$ 24.625	12/09/2004 ⁽¹⁾	Â	G	Â	45,000	Â ⁽²⁾	04/01/2006	Common Stock
Options (Right to Buy)	\$ 24.625	12/09/2004 ⁽¹⁾	Â	G	45,000	Â	Â ⁽²⁾	04/01/2006	Common Stock
Options (Right to Buy)	\$ 23.5	12/09/2004 ⁽¹⁾	Â	G	Â	20,000	Â ⁽²⁾	03/18/2007	Common Stock
Options (Right to Buy)	\$ 23.5	12/09/2004 ⁽¹⁾	Â	G	20,000	Â	Â ⁽²⁾	03/18/2007	Common Stock
Options (Right to Buy)	\$ 26.25	12/09/2004 ⁽¹⁾	Â	G	Â	30,000	Â ⁽²⁾	03/24/2008	Common Stock
Options (Right to Buy)	\$ 26.25	12/09/2004 ⁽¹⁾	Â	G	30,000	Â	Â ⁽²⁾	03/24/2008	Common Stock
Options (Right to Buy)	\$ 45.625	12/09/2004 ⁽¹⁾	Â	G	Â	500	Â ⁽³⁾	04/01/2009	Common Stock
Options (Right to Buy)	\$ 45.625	12/09/2004 ⁽¹⁾	Â	G	500	Â	Â ⁽³⁾	04/01/2009	Common Stock
Options (Right to Buy)	\$ 40.4375	12/09/2004 ⁽¹⁾	Â	G	Â	10,625	Â ⁽³⁾	05/19/2012	Common Stock
Options (Right to Buy)	\$ 40.4375	12/09/2004 ⁽¹⁾	Â	G	10,625	Â	Â ⁽³⁾	05/19/2012	Common Stock
	\$ 38.5	12/09/2004 ⁽¹⁾	Â	G	Â	200,000	Â ⁽³⁾	05/26/2012	

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Options (Right to Buy)										Common Stock
Options (Right to Buy)	\$ 38.5	12/09/2004 ⁽¹⁾	Â	G	200,000	Â	Â ⁽³⁾	05/26/2012		Common Stock
Options (Right to Buy)	\$ 35.25	12/09/2004 ⁽¹⁾	Â	G	Â	71,500	Â ⁽³⁾	03/21/2013		Common Stock
Options (Right to Buy)	\$ 35.25	12/09/2004 ⁽¹⁾	Â	G	71,500	Â	Â ⁽³⁾	03/21/2013		Common Stock
Options (Right to Buy)	\$ 29.43	12/09/2004 ⁽¹⁾	Â	G	Â	120,000	Â ⁽³⁾	02/02/2011		Common Stock
Options (Right to Buy)	\$ 29.43	12/09/2004 ⁽¹⁾	Â	G	120,000	Â	Â ⁽³⁾	02/02/2011		Common Stock
Options (Right to Buy)	\$ 29.43	12/09/2004 ⁽¹⁾	Â	G	Â	50,000	02/02/2004	02/02/2011		Common Stock
Options (Right to Buy)	\$ 29.43	12/09/2004 ⁽¹⁾	Â	G	50,000	Â	02/02/2004	02/02/2011		Common Stock
Options (Right to Buy)	\$ 28.75	12/09/2004 ⁽¹⁾	Â	G	Â	125,000	Â ⁽³⁾	03/20/2012		Common Stock
Options (Right to Buy)	\$ 28.75	12/09/2004 ⁽¹⁾	Â	G	125,000	Â	Â ⁽³⁾	03/20/2012		Common Stock
Options (Right to Buy)	\$ 18.78	12/09/2004 ⁽¹⁾	Â	G	Â	300,000	Â ⁽³⁾	12/05/2012		Common Stock
Options (Right to Buy)	\$ 18.78	12/09/2004 ⁽¹⁾	Â	G	300,000	Â	Â ⁽³⁾	12/05/2012		Common Stock
Options (Right to Buy)	\$ 14.31	12/09/2004 ⁽¹⁾	Â	G	Â	200,000	Â ⁽³⁾	03/18/2013		Common Stock
Options (Right to Buy)	\$ 14.31	12/09/2004 ⁽¹⁾	Â	G	200,000	Â	Â ⁽³⁾	03/18/2013		Common Stock
Options (Right to	\$ 26.63	12/09/2004 ⁽¹⁾	Â	G	Â	112,500	Â ⁽³⁾	02/16/2014		Common Stock

Buy)									
Options (Right to Buy)	\$ 26.63	12/09/2004 ⁽¹⁾	À	G	112,500	À	À ⁽³⁾	02/16/2014	Common Stock
Options (Right to Buy)	\$ 25.31	12/09/2004 ⁽¹⁾	À	G	À	150,000	À ⁽³⁾	05/20/2014	Common Stock
Options (Right to Buy)	\$ 25.31	12/09/2004 ⁽¹⁾	À	G	150,000	À	À ⁽³⁾	05/20/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BELL CHARLES MCDONALD'S CORPORATION 2915 JORIE BOULEVARD OAK BROOK, IL 60523	À X	À	À	À

Signatures

/s/ Carol A. Vix,
Attorney-in-fact

02/01/2005

__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) Transfer of stock options from an insider to his spouse.
- (2) Options became exercisable in 25% increments on the first, third, fifth and seventh anniversary dates of the grant. However, upon transfer, all unvested options became immediately vested and exercisable.
- (3) Options became exercisable in 25% increments on the first, second, third and fourth anniversary dates of the grant. However, upon transfer, all unvested options became immediately vested and exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.