

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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SEC 2270
(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. 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⁾ | Â | G | 112,500 | Â | Â ⁽³⁾ | 02/16/2014 | Common Stock |
|---------------------------|----------|---------------------------|---|---|---------|---|------------------|------------|-----------------|

| | | | | | | | | | |
|---------------------------|----------|---------------------------|---|---|---|---------|------------------|------------|-----------------|
| Options (Right to Buy) | \$ 25.31 | 12/09/2004 ⁽¹⁾ | Â | G | Â | 150,000 | Â ⁽³⁾ | 05/20/2014 | Common Stock |
|---------------------------|----------|---------------------------|---|---|---|---------|------------------|------------|-----------------|

| | | | | | | | | | |
|---------------------------|----------|---------------------------|---|---|---------|---|------------------|------------|-----------------|
| Options (Right to Buy) | \$ 25.31 | 12/09/2004 ⁽¹⁾ | Â | G | 150,000 | Â | Â ⁽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 | Â X | Â | Â | Â |

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.