Fields Janice L Form 3/A February 08, 2010

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 *

(Last)

Fields Janice L

(First)

(Middle)

(Month/Day/Year)

01/11/2010

Statement

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

MCDONALDS CORP [MCD]

(Check all applicable)

(give title below) (specify below)

President, McDonald's USA

4. Relationship of Reporting

Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

01/21/2010

MCDONALD'S CORPORATION, Â 2915 JORIE

BOULEVARD

(Street)

Director _X__ Officer

10% Owner Other

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

Person

Form filed by More than One

Reporting Person

OAK BROOK. ILÂ 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

> (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Form: Direct (D) or Indirect

Common Stock

 $19,362 \frac{(1)}{2}$

Â D

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)

1. Title of Derivative Security (Instr. 4)

Expiration Date (Month/Day/Year)

2. Date Exercisable and 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership

Price of Derivative Derivative Security:

(Instr. 5)

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Date Expiration Title Exercisable Date

Amount or Security Number of Shares Direct (D) or Indirect (I)

(Instr. 5)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Fields Janice L

MCDONALD'S CORPORATION 2915 JORIE BOULEVARD OAK BROOK, ILÂ 60523

Â President, McDonald's USA Â

Signatures

/s/ Christopher Weber, Attorney-in-fact

02/08/2010

**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) This total represents the shares currently beneficially owned directly by the reporting person. This amount includes 8,699 shares that were omitted in error on the reporting person's Form 3 filed on January 21, 2010.

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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