

MCDONALDS CORP
Form DEFA14A
April 08, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-12

McDonald s Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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x No fee required.

.. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

***** Exercise Your *Right* to Vote *****

**IMPORTANT NOTICE Regarding the Availability of Proxy Materials for the
McDonald's Annual Shareholders Meeting to be Held on May 19, 2011.**

McDONALD'S CORPORATION

Annual Shareholders Meeting Information

Date: 05/19/11
Time: 9:00 a.m. Central Time
Location: Prairie Ballroom at The Lodge
McDonald's Office Campus
2815 Jorie Boulevard

Oak Brook, Illinois 60523

Listen to the live webcast on www.investor.mcdonalds.com.
Shareholders must **pre-register** to attend the meeting,
information is available in the Proxy Statement.

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet or by mail. You may view the proxy materials online at www.proxyvote.com. Paper or e-mail proxy materials are available at no charge (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice for
information on how to obtain proxy
materials and for voting instructions.**

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE at www.proxyvote.com:

NOTICE AND PROXY STATEMENT

2010 ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

For timely delivery, choose one of the following methods by May 5, 2011 to request a paper copy of the proxy materials.

1) *BY INTERNET*: www.proxyvote.com

2) *BY TELEPHONE*: 1-800-579-1639

3) *BY E-MAIL*: Send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line to sendmaterial@proxyvote.com.

To request and receive an electronic copy of the proxy materials by e-mail, log onto www.proxyvote.com and follow the online instructions.

How To Vote

To Access a Form of Proxy Choose One of the Following Voting Methods

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Vote In Person: Ballots will be available to Shareholders attending the live meeting. **You will need to pre-register with McDonald's to attend the meeting.** Please review the Ticket Reservation and Admission Policy regarding meeting attendance in the Proxy Statement, which is available at www.proxyvote.com. Directions to the meeting are available at www.investor.mcdonalds.com.

Vote By Internet: To vote by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow available and follow the instructions to vote these shares by submitting a proxy via the Internet.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Vote By Telephone: You can vote by telephone by requesting a paper copy of the materials, which will include a proxy card that will provide instructions to vote these shares by proxy via the telephone.

Voting Items

This is not a ballot or a proxy. You cannot use this notice to vote these shares.

The Board of Directors recommends a vote **FOR** the Board's nominees.

1. Election of Directors (5 nominees)

The Board of Directors recommends a vote **FOR** proposals 2 and 3.

2. Advisory vote on the approval of the appointment of an independent registered public accounting firm to serve as independent auditors for 2011.
3. Advisory vote on executive compensation.

The Board of Directors recommends you vote **1 year** on the following proposal:

4. Advisory vote on the frequency of future advisory votes on executive compensation.

The Board of Directors recommends a vote **FOR** proposals 5, 6 and 7.

5. Eliminate super-majority voting requirements in Article Twelfth of our Restated Certificate of Incorporation by repealing such article (Transactions with Interested Shareholders).
6. Eliminate super-majority voting requirements in Article Thirteenth of our Restated Certificate of Incorporation (Board of Directors).
7. Eliminate super-majority voting requirement in Article Fourteenth of our Restated Certificate of Incorporation (Shareholder Action).

The Board of Directors recommends a vote **AGAINST** proposals 8, 9, 10 and 11.

8. Advisory vote on shareholder proposal relating to classified board.
9. Advisory vote on shareholder proposal relating to the use of controlled atmosphere stunning.
10. Advisory vote on shareholder proposal relating to a report on children's nutrition.
11. Advisory vote on shareholder proposal relating to beverage containers.

