

MCDONALDS CORP
Form DEFA14A
April 17, 2009

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 27, 2009.**

McDONALD'S CORPORATION

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The Proxy Statement, 2008 Annual Report and a Form of Proxy are available at www.proxyvote.com.

If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before May 13, 2009 to facilitate timely delivery.

C/O McDONALD'S CORPORATION

POST OFFICE BOX 9112

FARMINGDALE, NY 11735-9544

Annual Shareholders Meeting Information

Date:

05/27/09

Time:

9:00 A.M. Central Time

Location: Prairie Ballroom at The Lodge
McDonald's Office Campus
Oak Brook, Illinois 60523

View the live webcast on www.investor.mcdonalds.com.
A replay is available for a limited time following the meeting.

See the reverse side of this notice to obtain proxy materials and 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

2008 ANNUAL REPORT

FORM OF PROXY

How to View Online:

Have the 12-Digit Control Number available (located on the following page) and visit www.proxyvote.com.

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

Please choose one of these methods to request a paper copy of the 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 12-Digit Control Number (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

Vote In Person: Please bring this notice or other proof of your share ownership for admittance. Please review other details regarding meeting attendance and directions to the meeting in the Proxy Statement, which is available at www.proxyvote.com. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote by Internet, go to www.proxyvote.com. Have the 12-Digit Control Number available and follow the instructions to vote these shares by submitting a proxy via the Internet.

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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: (4 nominees).

The Board of Directors recommends a vote **FOR** proposals 2, 3 and 4.

2. Approval of the appointment of an independent registered public accounting firm to serve as independent auditors for 2009.

3. Approval of Performance Goals for certain Qualified Performance-Based Awards under the McDonald's Corporation Amended and Restated 2001 Omnibus Stock Ownership Plan.

4. Approval of McDonald's Corporation 2009 Cash Incentive Plan.

The Board of Directors recommends a vote **AGAINST** proposals 5 and 6.

5. Shareholder proposal relating to shareholder vote on executive compensation.
6. Shareholder proposal relating to the use of cage-free eggs.

