

Mail Stop 3561

April 18, 2007

Via U.S. Mail

Mr. Matthew H. Paull  
Chief Financial Officer  
McDonald's Corporation  
McDonald's Plaza  
Oak Brook, Illinois 60523

**RE: McDonald's Corporation  
Form 10-K for the year ended December 31, 2006  
Filed February 26, 2007  
File No. 001-05231**

Dear Mr. Paull:

We have reviewed your response letter dated April 12, 2007, and have the following comment. Unless otherwise indicated, we think you should revise your document in future filings in response to this comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or a revision is unnecessary. Please be as detailed as necessary in your explanation. In of our comment, we may ask you to provide us with information so we may better understand your disclosure. After reviewing this information, we may raise additional comments.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects. We welcome any questions you may have about our comment or any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

Please respond to confirm that such comment will be complied with, or, if the comment is deemed inappropriate, advise the staff of your reason. Your response should be submitted in electronic form, under the label "corresp" with a copy to the staff. Please respond within ten (10) business days.

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Annual Report on Form 10-K for the year ended December 31, 2006

Notes to Consolidated Financial Statements, page 34  
Discontinued Operations, page 38

1. We note your response to our prior comment number 3 but do not concur with your conclusion that your disclosures pursuant to paragraph 47 of SFAS No.144 were adequate given the overall materiality of the gain recognized on the disposition of Chipotle in your financial statements. Accordingly, please revise the notes to your financial statements in future filings to include the following disclosures:
  - Please disclose the facts and circumstances leading to the disposal of Chipotle as required by paragraph 47a of SFAS No. 144. We do not believe providing these disclosures in MD&A or in previous SEC filings satisfies the financial statement disclosure requirements outlined in SFAS No. 144.
  - Please disclose the revenue and pre-tax profit and loss of Chipotle reflected in discontinued operations for all periods presented. Although these disclosures may not be material to your consolidated revenues and consolidated pre-tax profit they presumably would be material to the segment results of the segment in which Chipotle was previously included.
  - Please explain in your future segment disclosures where Chipotle was previously classified in your segment disclosures. Although you disclose in a footnote the assets of your discontinued operation, it is not apparent from the disclosures provided in your "Segment and Geographic Information" footnote where the Chipotle operations were previously classified. Please clarify this in your future segment disclosures.

You may contact Heather Clark at (202) 551-3624 or me at (202) 551-3813 if you have questions.

Sincerely,

Linda Cvrkel  
Branch Chief