
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 3
TO
FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

McDonald's Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation or organization)

36-2361282

(I.R.S. Employer Identification No.)

One McDonald's Plaza, Oak Brook, Illinois

(Address of Principal Executive Offices)

60523-1900

(Zip Code)

McDONALD'S CORPORATION
1975 STOCK OWNERSHIP OPTION PLAN

McDONALD'S HAMBURGERS LIMITED
EMPLOYEE SHARE OPTION SCHEME

McDONALD'S RESTAURANTS OF CANADA LIMITED
EMPLOYEE STOCK OPTION PLAN

(Full title of the plan)

Gloria Santona
Corporate Executive Vice President,
General Counsel and Secretary
McDonald's Corporation
One McDonald's Plaza
Oak Brook, Illinois 60523-1900

(Name and address of agent for service)

(630) 623-3000

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐

(Do not check if a smaller reporting company)

Smaller reporting company ☐

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 3 (the “Post-Effective Amendment”) relates to the Registration Statement on Form S-8 (Registration No. 33-09267) filed by McDonald’s Corporation (the “Registrant”) with the U.S. Securities and Exchange Commission on October 23, 1986 (the “Registration Statement”) to register 4,500,000 shares of the Registrant’s Common Stock for issuance under the McDonald’s Corporation 1975 Stock Ownership Option Plan (the “Plan”).

On February 1, 1988, the Registrant filed Post-Effective Amendment No. 1 to the Registration Statement indicating that Common Stock registered under the Plan could be used for the McDonald’s Hamburgers Limited Employee Share Option Scheme.

On February 13, 1989, the Registrant filed Post-Effective Amendment No. 2 to the Registration Statement indicating that Common Stock registered under the Plan could be used for the McDonald’s Restaurants of Canada Limited Employee Stock Option Plan.

As of the date of this Post-Effective Amendment, no additional shares of Common Stock registered will be issued under the Plan. In accordance with the Registrant’s undertaking in Part II, Item 21(a)(3) of the Registration Statement, the Registrant hereby amends the Registration Statement to remove from registration all securities registered but remaining unsold, if any, under the Registration Statement and to terminate the effectiveness of the Registration Statement.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

24 Power of Attorney

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Village of Oak Brook, State of Illinois, on this 23rd day of February, 2015.

McDONALD'S CORPORATION

By: /s/ Denise A. Horne

Denise A. Horne

Corporate Vice President - Associate General Counsel and
Assistant Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature Title	Date
* _____ Susan E. Arnold Director	February 23, 2015
* _____ Peter J. Bensen Corporate Senior Executive Vice President and Chief Financial Officer	February 23, 2015
* _____ Robert A. Eckert Director	February 23, 2015
_____ Margaret H. Georgiadis Director	
* _____ Enrique Hernandez, Jr. Director	February 23, 2015
* _____ Jeanne P. Jackson Director	February 23, 2015
* _____ Richard H. Lenny Director	February 23, 2015
* _____ Walter E. Massey Director	February 23, 2015
* _____ Andrew J. McKenna Chairman of the Board and Director	February 23, 2015
* _____ Cary D. McMillan Director	February 23, 2015

* _____ Kevin M. Ozan Corporate Senior Vice President - Controller	February 23, 2015
* _____ Sheila A. Penrose Director	February 23, 2015
* _____ John W. Rogers, Jr. Director	February 23, 2015
* _____ Roger W. Stone Director	February 23, 2015
/s/ Donald Thompson _____ Donald Thompson President, Chief Executive Officer and Director	February 13, 2015
* _____ Miles D. White Director	February 23, 2015

* Denise A. Horne, the undersigned attorney-in-fact, by signing her name hereto, does hereby sign and execute this Post-Effective Amendment No. 3 on behalf of the above indicated directors and officers of the Registrant pursuant to a power of attorney filed with the U.S. Securities and Exchange Commission.

By: /s/ Denise A. Horne

Denise A. Horne
Attorney-in-Fact

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
24	Power of Attorney

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each of the undersigned, being a director or officer, or both, of McDonald's Corporation, a Delaware corporation (the "Company"), hereby constitutes and appoints Peter J. Bensen, Denise A. Horne, Kevin M. Ozan and Gloria Santona, and each one of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities:

1. To execute any and all amendments to the Registration Statements listed on Attachment A, to be filed with the U.S. Securities and Exchange Commission by the Company under the Securities Act of 1933, as amended, with all exhibits thereto, and other documents in connection therewith; and
2. To execute any and all amendments to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2009, to be filed with the U.S. Securities and Exchange Commission by the Company under the Securities Exchange Act of 1934, as amended, with all exhibits thereto, and other documents in connection therewith,

granting unto said attorneys-in-fact and agents, and each one of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any one of them, or their or his or her substitutes, may lawfully do or cause to be done by virtue hereof.

This Power of Attorney may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney on and as of the 17th day of February, 2010.

/s/ Susan E. Arnold

Susan E. Arnold
Director

/s/ Peter J. Bensen

Peter J. Bensen
Corporate Executive Vice President and Chief Financial Officer

/s/ Robert A. Eckert

Robert A. Eckert
Director

/s/ Enrique Hernandez, Jr.

Enrique Hernandez, Jr.
Director

/s/ Jeanne P. Jackson

Jeanne P. Jackson
Director

/s/ Richard H. Lenny

Richard H. Lenny
Director

/s/ Walter E. Massey

Walter E. Massey
Director

/s/ Andrew J. McKenna

Andrew J. McKenna
Chairman of the Board and Director

/s/ Cary D. McMillan

Cary D. McMillan
Director

/s/ Kevin M. Ozan

Kevin M. Ozan
Corporate Senior Vice President - Controller

/s/ Sheila A. Penrose

Sheila A. Penrose
Director

/s/ John W. Rogers, Jr.

John W. Rogers, Jr.
Director

/s/ James A. Skinner

James A. Skinner
Vice Chairman, Chief Executive Officer and Director

/s/ Roger W. Stone

Roger W. Stone
Director

/s/ Miles D. White

Miles D. White
Director

Attachment A

33-00001
33-09267
33-24958
33-49817
33-50701
33-58840
33-64873
333-03409
333-25899
333-36776
333-36778
333-59145
333-60170
333-65033
333-71656
333-115770
333-120453
333-121092
333-139415
333-149952
333-149990