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

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

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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**McDonald's Corporation**

(Exact name of registrant as specified in its charter)

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**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)

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**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)

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**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)

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**(630) 623-3000**  
(Telephone number, including area code, of agent for service)

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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

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## 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	February 23, 2015
* _____ 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

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\* 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  
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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

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Susan E. Arnold  
Director

/s/ Peter J. Bensen

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

/s/ Robert A. Eckert

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Robert A. Eckert  
Director

/s/ Enrique Hernandez, Jr.

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Enrique Hernandez, Jr.  
Director

/s/ Jeanne P. Jackson

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Jeanne P. Jackson  
Director

/s/ Richard H. Lenny

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Richard H. Lenny  
Director

/s/ Walter E. Massey

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Walter E. Massey  
Director

/s/ Andrew J. McKenna

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Andrew J. McKenna  
Chairman of the Board and Director

/s/ Cary D. McMillan

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Cary D. McMillan  
Director

/s/ Kevin M. Ozan

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Kevin M. Ozan  
Corporate Senior Vice President - Controller

/s/ Sheila A. Penrose

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Sheila A. Penrose  
Director

/s/ John W. Rogers, Jr.

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John W. Rogers, Jr.  
Director

/s/ James A. Skinner

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

/s/ Roger W. Stone

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Roger W. Stone  
Director

/s/ Miles D. White

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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