UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended June 30, 2012

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from______ to______

Commission File Number 1-5231

McDONALD'S CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

Delaware	**36-2361282**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
One McDonald's Plaza Oak Brook, Illinois	**60523**
(Address of Principal Executive Offices)	(Zip Code)

(630) 623-3000
(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

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. (Check one):

Large accelerated filer ☒	Accelerated filer ☐
Non-accelerated filer ☐ (do not check if a smaller reporting company)	Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

1,008,431,316
(Number of shares of common stock outstanding as of June 30, 2012)

McDONALD'S CORPORATION

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

CONDENSED CONSOLIDATED BALANCE SHEET

In millions, except per share data	(unaudited) June, 30 2012	December 31, 2011
Assets		
Current assets		
Cash and equivalents	**$ 2,484.6**	$ 2,335.7
Accounts and notes receivable	**1,290.6**	1,334.7
Inventories, at cost, not in excess of market	**111.7**	116.8
Prepaid expenses and other current assets	**613.2**	615.8
Total current assets	**4,500.1**	4,403.0
Other assets		
Investments in and advances to affiliates	**1,411.1**	1,427.0
Goodwill	**2,680.7**	2,653.2
Miscellaneous	**1,672.7**	1,672.2
Total other assets	**5,764.5**	5,752.4
Property and equipment		
Property and equipment, at cost	**36,322.9**	35,737.6
Accumulated depreciation and amortization	**(13,255.1)**	(12,903.1)
Net property and equipment	**23,067.8**	22,834.5
Total assets	**$ 33,332.4**	$ 32,989.9
Liabilities and shareholders' equity		
Current liabilities		
Accounts payable	**$ 823.4**	$ 961.3
Income taxes	**222.3**	262.2
Other taxes	**353.8**	338.1
Accrued interest	**183.9**	218.2
Accrued payroll and other liabilities	**1,186.0**	1,362.8
Current maturities of long-term debt	**852.9**	366.6
Total current liabilities	**3,622.3**	3,509.2
Long-term debt	**12,720.4**	12,133.8
Other long-term liabilities	**1,548.1**	1,612.6
Deferred income taxes	**1,406.5**	1,344.1
Shareholders' equity		
Preferred stock, no par value; authorized—165.0 million shares; issued—none		
Common stock, $.01 par value; authorized—3.5 billion shares; issued 1,660.6 million shares	**16.6**	16.6
Additional paid-in capital	**5,619.7**	5,487.3
Retained earnings	**37,900.8**	36,707.5
Accumulated other comprehensive income	**284.8**	449.7
Common stock in treasury, at cost; 652.2 and 639.2 million shares	**(29,786.8)**	(28,270.9)
Total shareholders' equity	**14,035.1**	14,390.2
Total liabilities and shareholders' equity	**$ 33,332.4**	$ 32,989.9

See Notes to condensed consolidated financial statements.

CONDENSED CONSOLIDATED STATEMENT OF NET INCOME AND COMPREHENSIVE INCOME (UNAUDITED)

In millions, except per share data	Quarters Ended June 30, 2012	Quarters Ended June 30, 2011	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
Revenues				
Sales by Company-operated restaurants	**$4,673.5**	$4,697.4	**$ 9,105.7**	$ 8,850.1
Revenues from franchised restaurants	**2,242.4**	2,208.0	**4,356.8**	4,166.9
Total revenues	**6,915.9**	6,905.4	**13,462.5**	13,017.0
Operating costs and expenses				
Company-operated restaurant expenses	**3,823.8**	3,806.8	**7,478.2**	7,223.5
Franchised restaurants—occupancy expenses	**376.2**	373.0	**750.9**	727.3
Selling, general & administrative expenses	**617.3**	588.0	**1,209.8**	1,151.6
Impairment and other charges (credits), net	**—**	2.4	**—**	2.4
Other operating (income) expense, net	**(56.4)**	(53.9)	**(96.0)**	(102.8)
Total operating costs and expenses	**4,760.9**	4,716.3	**9,342.9**	9,002.0
Operating income	**2,155.0**	2,189.1	**4,119.6**	4,015.0
Interest expense	**130.0**	121.8	**258.9**	241.9
Nonoperating (income) expense, net	**15.1**	0.9	**3.3**	7.8
Income before provision for income taxes	**2,009.9**	2,066.4	**3,857.4**	3,765.3
Provision for income taxes	**662.9**	656.2	**1,243.7**	1,146.1
Net income	**$1,347.0**	$1,410.2	**$ 2,613.7**	$ 2,619.2
Earnings per common share-basic	**$ 1.33**	$ 1.36	**$ 2.57**	$ 2.52
Earnings per common share-diluted	**$ 1.32**	$ 1.35	**$ 2.54**	$ 2.49
Dividends declared per common share	**$ 0.70**	$ 0.61	**$ 1.40**	$ 1.22
Weighted average shares outstanding-basic	**1,013.8**	1,035.6	**1,016.0**	1,039.0
Weighted average shares outstanding-diluted	**1,023.9**	1,047.7	**1,027.1**	1,051.4
Comprehensive income	**$ 832.6**	$1,700.4	**$ 2,448.8**	$ 3,410.7

See Notes to condensed consolidated financial statements.

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED)

In millions	Quarters Ended June 30, **2012**	Quarters Ended June 30, 2011	Six Months Ended June 30, **2012**	Six Months Ended June 30, 2011
Operating activities				
Net income	**$1,347.0**	$ 1,410.2	**$ 2,613.7**	$ 2,619.2
Adjustments to reconcile to cash provided by operations				
Charges and credits:				
Depreciation and amortization	**365.9**	350.1	**730.6**	689.2
Deferred income taxes	**12.8**	38.7	**35.4**	25.7
Share-based compensation	**21.2**	20.1	**47.7**	44.1
Other	**21.2**	(39.9)	**(27.7)**	(49.6)
Changes in working capital items	**(285.0)**	(136.4)	**(283.1)**	(132.7)
Cash provided by operations	**1,483.1**	1,642.8	**3,116.6**	3,195.9
Investing activities				
Capital expenditures	**(712.0)**	(590.4)	**(1,300.4)**	(1,099.1)
Sales and purchases of restaurant businesses and property sales	**53.2**	207.5	**62.9**	198.7
Other	**(26.8)**	(70.2)	**(45.5)**	(71.9)
Cash used for investing activities	**(685.6)**	(453.1)	**(1,283.0)**	(972.3)
Financing activities				
Short-term borrowings and long-term financing issuances and repayments	**903.2**	86.0	**1,170.4**	515.3
Treasury stock purchases	**(770.6)**	(748.0)	**(1,583.2)**	(2,118.6)
Common stock dividends	**(709.3)**	(632.0)	**(1,421.6)**	(1,267.1)
Proceeds from stock option exercises	**65.3**	124.2	**149.7**	185.9
Excess tax benefit on share-based compensation	**21.9**	35.6	**68.6**	57.4
Other	**(4.2)**	8.8	**(9.0)**	(10.6)
Cash used for financing activities	**(493.7)**	(1,125.4)	**(1,625.1)**	(2,637.7)
Effect of exchange rates on cash and cash equivalents	**(108.3)**	65.8	**(59.6)**	97.1
Cash and equivalents increase (decrease)	**195.5**	130.1	**148.9**	(317.0)
Cash and equivalents at beginning of period	**2,289.1**	1,939.9	**2,335.7**	2,387.0
Cash and equivalents at end of period	**$2,484.6**	**$ 2,070.0**	**$ 2,484.6**	**$ 2,070.0**

See Notes to condensed consolidated financial statements.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Basis of Presentation

The accompanying condensed consolidated financial statements should be read in conjunction with the consolidated financial statements contained in the Company's December 31, 2011 Annual Report on Form 10-K. In the opinion of management, all adjustments (consisting of normal recurring accruals) necessary for a fair presentation have been included. The results for the quarter and six months ended June 30, 2012 do not necessarily indicate the results that may be expected for the full year.

Restaurant Information

The following table presents restaurant information by ownership type:

Restaurants at June 30,	**2012**	2011
Conventional franchised	**19,580**	19,279
Developmental licensed	**4,042**	3,748
Foreign affiliated	**3,641**	3,571
Total Franchised	**27,263**	26,598
Company-operated	**6,472**	6,345
Systemwide restaurants	**33,735**	32,943

The results of operations of restaurant businesses purchased and sold in transactions with franchisees were not material either individually or in the aggregate to the condensed consolidated financial statements for the periods prior to purchase and sale.

Comprehensive Income

The following table presents the components of comprehensive income for the quarters and six months ended June 30, 2012 and 2011:

	Quarters Ended June 30,		**Six Months Ended June 30,**	
In millions	**2012**	2011	**2012**	2011
Net income	**$1,347.0**	$1,410.2	**$2,613.7**	$2,619.2
Other comprehensive income (loss):				
Foreign currency translation adjustments, net of hedging	**(526.6)**	289.9	**(174.1)**	773.6
Cash flow hedging adjustments	**11.5**	(0.5)	**8.0**	(4.0)
Pension liability adjustment	**0.7**	0.8	**1.2**	21.9
Total other comprehensive income (loss)	**(514.4)**	290.2	**(164.9)**	791.5
Total comprehensive income	**$ 832.6**	$1,700.4	**$2,448.8**	$3,410.7

In June 2011, the Financial Accounting Standards Board issued an update to Topic 220—Comprehensive Income of the Accounting Standards Codification (ASC). The update is intended to increase the prominence of other comprehensive income in the financial statements. The guidance requires that the Company presents components of comprehensive income in either one continuous statement or two separate consecutive statements and no longer permits the presentation of comprehensive income in the Consolidated statement of shareholders' equity. The Company adopted this new guidance effective January 1, 2012, as required, and included comprehensive income in the Condensed consolidated statement of net income and comprehensive income (unaudited) for interim reporting.

Per Common Share Information

Diluted earnings per common share is calculated using net income divided by diluted weighted-average shares. Diluted weighted-average shares include weighted-average shares outstanding plus the dilutive effect of share-based compensation, calculated using the treasury stock method, of 10.1 million shares and 12.1 million shares for the quarters ended June 30, 2012 and 2011, respectively, and 11.1 million shares and 12.4 million shares for the six months ended June 30, 2012 and 2011, respectively. Stock options that would have been antidilutive and therefore were not included in the calculation of diluted weighted-average shares totaled 4.7 million shares for the quarter and six months ended June 30, 2012 and none for the quarter and six months ended June 30, 2011.

Fair Value Measurements

The Company measures certain financial assets and liabilities at fair value on a recurring basis, and certain non-financial assets and liabilities on a nonrecurring basis. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market in an orderly transaction between market participants on the measurement date. Fair value disclosures are reflected in a three-level hierarchy, maximizing the use of observable inputs and minimizing the use of unobservable inputs.

The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability on the measurement date. The three levels are defined as follows:

- Level 1 – inputs to the valuation methodology are quoted prices (unadjusted) for an identical asset or liability in an active market.
- Level 2 – inputs to the valuation methodology include quoted prices for a similar asset or liability in an active market or model-derived valuations in which all significant inputs are observable for substantially the full term of the asset or liability.
- Level 3 – inputs to the valuation methodology are unobservable and significant to the fair value measurement of the asset or liability.

Certain of the Company's derivatives are valued using various pricing models or discounted cash flow analyses that incorporate observable market parameters, such as interest rate yield curves, option volatilities and currency rates, classified as Level 2 within the valuation hierarchy. Derivative valuations incorporate credit risk adjustments that are necessary to reflect the probability of default by the counterparty or the Company.

- ***Certain Financial Assets and Liabilities Measured at Fair Value***

The following table presents financial assets and liabilities measured at fair value on a recurring basis by the valuation hierarchy as defined in the fair value guidance:

In millions	**Level 1**	**Level 2**	**Level 3**	**Carrying Value**
June 30, 2012				
Cash equivalents	$ 354.3			$ 354.3
Investments	145.6*			145.6
Derivative assets	137.3*	$ 71.5		208.8
Total assets at fair value	**$ 637.2**	**$ 71.5**		**$ 708.7**
Derivative liabilities		$ (10.2)		$ (10.2)
Total liabilities at fair value		**$ (10.2)**		**$ (10.2)**
December 31, 2011				
Cash equivalents	$ 581.7			$ 581.7
Investments	132.4*			132.4
Derivative assets	154.5*	$ 71.1		225.6
Total assets at fair value	$ 868.6	$ 71.1		$ 939.7
Derivative liabilities		$ (15.6)		$ (15.6)
Total liabilities at fair value		$ (15.6)		$ (15.6)

* Includes long-term investments and derivatives that hedge market-driven changes in liabilities associated with the Company's supplemental benefit plans.

- ***Non-Financial Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis***

Certain assets and liabilities are measured at fair value on a nonrecurring basis; that is, the assets and liabilities are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances (e.g., when there is evidence of impairment). At June 30, 2012, no material fair value adjustments or fair value measurements were required for non-financial assets or liabilities.

- ***Certain Financial Assets and Liabilities not Measured at Fair Value***

At June 30, 2012, the fair value of the Company's debt obligations was estimated at $15.3 billion, compared to a carrying amount of $13.6 billion. The fair value was based on quoted market prices, Level 2 within the valuation hierarchy. The carrying amount for both cash and equivalents and notes receivable approximate fair value.

Financial Instruments and Hedging Activities

The Company is exposed to global market risks, including the effect of changes in interest rates and foreign currency fluctuations. The Company uses foreign currency denominated debt and derivative instruments to mitigate the impact of these changes. The Company does not use derivatives with a level of complexity or with a risk higher than the exposures to be hedged and does not hold or issue derivatives for trading purposes.

The Company documents its risk management objective and strategy for undertaking hedging transactions, as well as all relationships between hedging instruments and hedged items. The Company's derivatives that are designated as hedging instruments consist mainly of interest rate swaps, foreign currency forwards, foreign currency options, cross-currency swaps, and commodity forwards, further explained in the "Fair Value," "Cash Flow" and "Net Investment" hedge sections.

The Company also enters into certain derivatives that are not designated as hedging instruments. The Company has entered into equity derivative contracts to hedge market-driven changes in certain of its supplemental benefit plan liabilities. Changes in the fair value of these derivatives are recorded in Selling, general & administrative expenses together with the changes in the supplemental benefit plan liabilities. In addition, the Company uses foreign currency forwards to mitigate the change in fair value of certain foreign currency denominated assets and liabilities. Since these derivatives are not designated for hedge accounting, the changes in the fair value of these derivatives are recognized immediately in nonoperating (income) expense together with the currency gain or loss from the hedged balance sheet position. A portion of the Company's foreign currency options (more fully described in the "Cash Flow" hedge section) are undesignated as hedging instruments as the underlying foreign currency royalties are earned.

All derivative instruments designated as hedging instruments are classified as fair value, cash flow or net investment hedges. All derivatives (including those not designated for hedge accounting) are recognized on the Consolidated balance sheet at fair value and classified based on the instruments' maturity date. Changes in the fair value measurements of the derivative instruments are reflected as adjustments to other comprehensive income (OCI) and/or current earnings.

The following table presents the fair values of derivative instruments included on the Consolidated balance sheet:

	Derivative Assets			Derivative Liabilities		
In millions	*Balance Sheet Classification*	**June 30, 2012**	December 31, 2011	*Balance Sheet Classification*	**June 30, 2012**	December 31, 2011
Derivatives designated as hedging instruments						
Foreign currency	Prepaid expenses and other current assets	**$ 8.6**	$ 6.7	Accrued payroll and other liabilities	**$ (0.8)**	$ (0.3)
Interest rate	Prepaid expenses and other current assets	**20.0**	9.4			
Commodity	Miscellaneous other assets	**3.1**	—			
Foreign currency	Miscellaneous other assets	**6.0**	0.7	Other long-term liabilities	**(5.0)**	(0.3)
Interest rate	Miscellaneous other assets	**26.9**	46.0	Other long-term liabilities	**—**	(14.0)
Total derivatives designated as hedging instruments		**$ 64.6**	$ 62.8		**$ (5.8)**	$ (14.6)
Derivatives not designated as hedging instruments						
Foreign currency	Prepaid expenses and other current assets	**$ 6.9**	$ 8.3	Accrued payroll and other liabilities	**$ (4.4)**	$ (1.0)
Equity	Miscellaneous other assets	**137.3**	154.5			
Total derivatives not designated as hedging instruments		**$ 144.2**	$ 162.8		**$ (4.4)**	$ (1.0)
Total derivatives		**$ 208.8**	$ 225.6		**$ (10.2)**	$ (15.6)

The following table presents the pretax amounts affecting income and OCI for the six months ended June 30, 2012 and 2011, respectively:

In millions

Derivatives in Fair Value Hedging Relationships	Gain (Loss) Recognized in Income on Derivative		Hedged Items in Fair Value Hedging Relationships	Gain (Loss) Recognized in Income on Related Hedged Items	
	2012	2011		**2012**	2011
Interest rate	**$ (8.5)**	$ (13.8)	Fixed-rate debt	**$ 8.5**	$ 13.8

Derivatives in Cash flow Hedging Relationships	Gain (Loss) Recognized in Accumulated OCI on Derivative (Effective Portion)		Gain (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)		Gain (Loss) Recognized in Income on Derivative (Amount Excluded from Effectiveness Testing and Ineffective Portion)	
	2012	2011	**2012**	2011	**2012**	2011
Commodity	**$ 3.1**	$ —	**$ —**	$ —	**$ —**	$ —
Foreign currency	**8.3**	(5.4)	**(4.7)**	(0.2)	**(4.6)**	(6.8)
Interest rate[(1)]	**(4.6)**	—	**0.3**	1.1	**—**	—
Total	**$ 6.8**	$ (5.4)	**$ (4.4)**	$ 0.9	**$ (4.6)**	$ (6.8)

Net Investment Hedging Relationships	Gain (Loss) Recognized in Accumulated OCI on Derivative (Effective portion)		Gain (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)		Derivatives Not Designated as Hedging Instruments	Gain (Loss) Recognized in Income on Derivative	
	2012	2011	**2012**	2011		**2012**	2011
Foreign currency denominated debt	**$ 66.0**	$ (266.5)	**$ —**	$ —	Foreign Currency	**$ (0.6)**	$ 0.1
Foreign currency derivatives	**(4.8)**	(9.4)	**—**	(8.2)	Equity[(2)]	**(17.2)**	11.6
Total	**$ 61.2**	$ (275.9)	**$ —**	$ (8.2)	Total	**$ (17.8)**	$ 11.7

Gains (losses) recognized in income on derivatives are recorded in "Nonoperating (income) expense, net" unless otherwise noted.

(1) The amount of gain (loss) reclassified from accumulated OCI into income is recorded in Interest expense.
(2) The amount of gain (loss) recognized in income on the derivatives used to hedge the supplemental benefit plan liabilities is recorded in Selling, general & administrative expenses.

- ***Fair Value Hedges***

The Company enters into fair value hedges to reduce the exposure to changes in the fair values of certain liabilities. The fair value hedges the Company enters into consist of interest rate swaps which convert a portion of its fixed-rate debt into floating-rate debt. All of the Company's interest rate swaps meet the shortcut method requirements. Accordingly, changes in the fair values of the interest rate swaps are exactly offset by changes in the fair value of the underlying debt. No ineffectiveness has been recorded to net income related to interest rate swaps designated as fair value hedges for the six months ended June 30, 2012. A total of $2.3 billion of the Company's outstanding fixed-rate debt was effectively converted to floating-rate debt resulting from the use of interest rate swaps.

- ***Cash Flow Hedges***

The Company enters into cash flow hedges to reduce the exposure to variability in certain expected future cash flows. The types of cash flow hedges the Company enters into include interest rate swaps, foreign currency forwards, foreign currency options, cross currency swaps, and commodity forwards.

The Company periodically uses interest rate swaps to effectively convert a portion of floating-rate debt, including forecasted debt issuances, into fixed-rate debt and the agreements are intended to reduce the impact of interest rate changes on future interest expense. At June 30, 2012, none of the Company's anticipated debt issuances were effectively converted to fixed-rate resulting from the use of interest rate swaps.

To protect against the reduction in value of forecasted foreign currency cash flows (such as royalties denominated in foreign currencies), the Company uses foreign currency forwards and foreign currency options to hedge a portion of anticipated exposures.

When the U.S. dollar strengthens against foreign currencies, the decline in value of future foreign denominated royalties is offset by gains in the fair value of the foreign currency forwards and/or foreign currency options. Conversely, when the U.S. dollar weakens, the increase in the value of future foreign denominated royalties is offset by losses in the fair value of the foreign currency forwards and/or foreign currency options.

Although the fair value changes in the foreign currency options may fluctuate over the period of the contract, the Company's total loss on a foreign currency option is limited to the upfront premium paid for the contract. However, the potential gains on a foreign currency option are unlimited as the settlement value of the contract is based upon the difference between the exchange rate at inception of the contract and the spot exchange rate at maturity. In limited situations, the Company uses foreign currency collars, which limit the potential gains and lower the upfront premium paid, to protect against currency movements.

The hedges cover the next 18 months for certain exposures and are denominated in various currencies. As of June 30, 2012, the Company had derivatives outstanding with an equivalent notional amount of $386.1 million that were used to hedge a portion of forecasted foreign currency denominated royalties.

The Company excludes the time value of foreign currency options from its effectiveness assessment on its cash flow hedges. As a result, changes in the fair value of the derivatives due to these components, as well as the ineffectiveness of the hedges, are recognized in earnings currently. The effective portion of the gains or losses on the derivatives is reported in the cash flow hedging component of OCI in shareholders' equity and reclassified into earnings in the same period or periods in which the hedged transaction affects earnings.

The Company uses cross-currency swaps to hedge the risk of cash flows associated with certain foreign-currency denominated debt, including forecasted interest payments, and has elected cash flow hedge accounting. The hedges cover a period of 57 months and have an equivalent notional amount of $193.6 million.

The Company manages its exposure to the variability of cash flows for energy-related transactions in certain markets by entering into commodity forwards and has elected cash flow hedge accounting as appropriate. The hedges cover periods up to 22 years and have an equivalent notional amount of $477.4 million.

The Company recorded after tax adjustments to the cash flow hedging component of accumulated OCI in shareholders' equity. The Company recorded a net increase of $8.0 million for the six months ended June 30, 2012 and a net decrease of $4.0 million for the six months ended June 30, 2011. Based on interest rates, foreign exchange rates, and commodity prices at June 30, 2012, the $12.6 million in cumulative cash flow hedging gains, after tax, at June 30, 2012, is not expected to have a significant effect on earnings over the next 12 months.

- ***Net Investment Hedges***

The Company uses foreign currency denominated debt (third party and intercompany) and derivatives to hedge its investments in certain foreign subsidiaries and affiliates. Realized and unrealized translation adjustments from these hedges are included in shareholders' equity in the foreign currency translation component of OCI and offset translation adjustments on the underlying net assets of foreign subsidiaries and affiliates, which are also recorded in OCI. As of June 30, 2012, a total of $4.4 billion of the Company's foreign currency denominated debt and $507.0 million of derivatives were designated to hedge investments in certain foreign subsidiaries and affiliates.

- ***Credit Risk***

The Company is exposed to credit-related losses in the event of non-performance by the counterparties to its hedging instruments. The counterparties to these agreements consist of a diverse group of financial institutions. The Company continually monitors its positions and the credit ratings of its counterparties and adjusts positions as appropriate. The Company did not have significant exposure to any individual counterparty at June 30, 2012 and has master agreements that contain netting arrangements. Some of these agreements also require each party to post collateral if credit ratings fall below, or aggregate exposures exceed, certain contractual limits. At June 30, 2012, neither the Company nor its counterparties were required to post collateral on any derivative position, other than on hedges of certain of the Company's supplemental benefit plan liabilities where its counterparties were required to post collateral on their liability positions.

Segment Information

The Company franchises and operates McDonald's restaurants in the global restaurant industry. The following table presents the Company's revenues and operating income by geographic segment. The APMEA segment represents operations in Asia/Pacific, Middle East and Africa. Other Countries & Corporate represents operations in Canada and Latin America, as well as Corporate activities.

In millions	Quarters Ended June 30, **2012**	2011	Six Months Ended June 30, **2012**	2011
Revenues				
U.S.	**$2,242.3**	$2,168.7	**$ 4,344.6**	$ 4,094.5
Europe	**2,741.2**	2,822.5	**5,276.7**	5,262.5
APMEA	**1,547.9**	1,509.7	**3,104.5**	2,910.2
Other Countries & Corporate	**384.5**	404.5	**736.7**	749.8
Total revenues	**$6,915.9**	$6,905.4	**$13,462.5**	$13,017.0
Operating Income				
U.S.	**$ 972.1**	$ 952.0	**$ 1,843.4**	$ 1,745.0
Europe	**807.2**	833.4	**1,506.5**	1,508.7
APMEA	**358.8**	365.6	**742.7**	713.6
Other Countries & Corporate	**16.9**	38.1	**27.0**	47.7
Total operating income	**$2,155.0**	$2,189.1	**$ 4,119.6**	$ 4,015.0

Subsequent Events

The Company evaluated subsequent events through the date the financial statements were issued and filed with the Securities and Exchange Commission. There were no subsequent events that required recognition or disclosure.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

The Company franchises and operates McDonald's restaurants. Of the 33,735 restaurants in 119 countries at June 30, 2012, 27,263 were licensed to franchisees (including 19,580 franchised to conventional franchisees, 4,042 licensed to developmental licensees and 3,641 licensed to foreign affiliates (affiliates) – primarily Japan) and 6,472 were operated by the Company. Under our conventional franchise arrangement, franchisees provide a portion of the capital required by initially investing in the equipment, signs, seating and décor of their restaurant businesses, and by reinvesting in the business over time. The Company owns the land and building or secures long-term leases for both Company-operated and conventional franchised restaurant sites. This maintains long-term occupancy rights, helps control related costs and assists in alignment with franchisees. In certain circumstances, the Company participates in reinvestment for conventional franchised restaurants. Under our developmental license arrangement, licensees provide capital for the entire business, including the real estate interest, and the Company has no capital invested. In addition, the Company has an equity investment in a limited number of affiliates that invest in real estate and operate and/or franchise restaurants within a market.

We view ourselves primarily as a franchisor and believe franchising is important to delivering great, locally-relevant customer experiences and driving profitability. However, directly operating restaurants is paramount to being a credible franchisor and is essential to providing Company personnel with restaurant operations experience. In our Company-operated restaurants, and in collaboration with franchisees, we further develop and refine operating standards, marketing concepts and product and pricing strategies, so that only those that we believe are most beneficial are introduced in the restaurants. We continually review, and as appropriate adjust, our mix of Company-operated and franchised (conventional franchised, developmental licensed and foreign affiliated) restaurants to help optimize overall performance.

The Company's revenues consist of sales by Company-operated restaurants and fees from restaurants operated by franchisees. Revenues from conventional franchised restaurants include rent and royalties based on a percent of sales along with minimum rent payments, and initial fees. Revenues from restaurants licensed to affiliates and developmental licensees include a royalty based on a percent of sales, and generally include initial fees. Fees vary by type of site, amount of Company investment, if any, and local business conditions. These fees, along with occupancy and operating rights, are stipulated in franchise/license agreements that generally have 20-year terms.

The business is managed as distinct geographic segments. Significant reportable segments include the United States (U.S.), Europe, and Asia/Pacific, Middle East and Africa (APMEA). In addition, throughout this report we present "Other Countries & Corporate" that includes operations in Canada and Latin America, as well as Corporate activities. For the six months ended June 30, 2012, the U.S., Europe and APMEA segments accounted for 32%, 39% and 23% of total revenues, respectively.

Strategic Direction and Financial Performance

The strength of the alignment between the Company, its franchisees and suppliers (collectively referred to as the System) has been key to McDonald's success. This business model enables McDonald's to consistently deliver locally-relevant restaurant experiences to customers and be an integral part of the communities we serve. In addition, it facilitates our ability to identify, implement and scale innovative ideas that meet customers' changing needs and preferences.

McDonald's customer-focused Plan to Win—which concentrates on being better, not just bigger—provides a common framework for our global business while allowing for local adaptation. Through the execution of multiple initiatives surrounding the five elements of our Plan to Win—People, Products, Place, Price and Promotion—we have enhanced the restaurant experience for customers worldwide and grown comparable sales and customer visits in each of the last eight years. This Plan, combined with financial discipline, has delivered strong results for our shareholders.

The Company's growth priorities under the Plan to Win include: optimizing the menu with the right food and beverage offerings, modernizing the customer experience by upgrading nearly every aspect of our restaurants from service to designs, and broadening our accessibility through continued convenience and value initiatives. The combination of all of these efforts drove increases in comparable sales and customer visits in many countries despite a challenging global economy and a relatively flat or contracting Informal Eating Out (IEO) market. In addition, overall results reflected persistent economic headwinds and investments made to enhance restaurant operations and provide customers with everyday value.

Every area of the world contributed to global comparable sales, which increased 3.7% and 5.4% for the quarter and six months ended June 30, 2012, respectively. On a consolidated basis, comparable guest counts increased 3.0% for the six months ended June 30, 2012. Comparable sales are driven by changes in guest counts and average check, which is affected by changes in pricing and product mix. Generally, the goal is to achieve a balanced contribution from both guest counts and average check.

U.S. comparable sales increases were 3.6% for the quarter and 6.1% for the six months driven by the strength of everyday value offerings, menu variety, convenience, and the enhanced customer experience due to reimaged restaurants. Comparable sales performance for the quarter also benefited from the ongoing popularity of McDonald's classic core favorites and new additions to the McCafé beverage line-up, despite broad competitive activity. Ongoing U.S. initiatives include balancing core menu classics with new products and promotional food events; providing everyday value; modernizing our restaurants through the major remodel program and technology enhancements; and broadening accessibility with expanded hours and additional staffing at peak hours.

Europe's emphasis on everyday affordability, premium product innovation and restaurant reimaging contributed to 3.8% comparable sales growth for the quarter and 4.4% for the six months. Europe's strategic priorities include increasing local relevance by providing value across the menu complimented by a variety of promotional food events, enhancing the customer experience through ongoing restaurant reimaging and technology initiatives, and reducing our impact on the environment with energy management tools.

APMEA's comparable sales increase of 0.9% for the quarter and 3.2% for the six months reflected the segment's compelling value, menu variety and convenience strategies. APMEA will continue efforts to become our customers' first choice for eating out by providing robust value platforms, focusing on menu variety and the restaurant experience, and executing convenience initiatives, such as expanding delivery service and extended operating hours. In addition, APMEA will grow our business by opening approximately 750 new restaurants and reimaging existing restaurants, while elevating the focus on service and operations to drive efficiencies.

Highlights From The Quarter And Six Months Ended June 30, 2012 Included:

- Global comparable sales increased 3.7% for the quarter and 5.4% for the six months, with positive comparable sales in each geographic segment.
- Consolidated revenues were flat (up 5% in constant currencies) for the quarter and increased 3% (7% in constant currencies) for the six months.
- Consolidated operating income decreased 2% (up 3% in constant currencies) for the quarter and increased 3% (6% in constant currencies) for the six months.
- Diluted earnings per share were $1.32 for the quarter and $2.54 for the six months, down 2% (up 3% in constant currencies) and up 2% (6% in constant currencies), respectively. Foreign currency translation negatively impacted diluted earnings per share by $0.07 for the quarter and $0.10 for the six months.
- For the six months, the Company repurchased 17.5 million shares for $1.7 billion and paid total dividends of $1.4 billion.

Outlook

While the Company does not provide specific guidance on earnings per share, the following information is provided to assist in forecasting the Company's future results.

- Changes in Systemwide sales are driven by comparable sales and net restaurant unit expansion. The Company expects net restaurant additions to add approximately 2 percentage points to 2012 Systemwide sales growth (in constant currencies), most of which will be due to the 872 net traditional restaurants added in 2011.
- The Company does not generally provide specific guidance on changes in comparable sales. However, as a perspective, assuming no change in cost structure, a 1 percentage point increase in comparable sales for either the U.S. or Europe would increase annual diluted earnings per share by about 3-4 cents.
- With about 75% of McDonald's grocery bill comprised of 10 different commodities, a basket of goods approach is the most comprehensive way to look at the Company's commodity costs. For the full year 2012, the total basket of goods cost is expected to increase 3.5-4.5% in the U.S. and 2.5-3.5% in Europe, with less pressure expected in the second half of the year.
- The Company expects full-year 2012 selling, general & administrative expenses to increase approximately 6% in constant currencies, driven by certain technology investments, primarily to accelerate future restaurant capabilities, and costs related to the 2012 Worldwide Owner/Operator Convention and Olympics. The Company expects the magnitude of the increase to be confined to 2012. Fluctuations will be experienced between quarters due to the timing of certain items such as the Worldwide Owner/Operator Convention in the second quarter and the Olympics in the third quarter.

- Based on current interest and foreign currency exchange rates, the Company expects interest expense for the full year 2012 to increase between 4% and 6% compared with 2011.
- A significant part of the Company's operating income is generated outside the U.S., and about 35% of its total debt is denominated in foreign currencies. Accordingly, earnings are affected by changes in foreign currency exchange rates, particularly the Euro, British Pound, Australian Dollar and Canadian Dollar. Collectively, these currencies represent approximately 65% of the Company's operating income outside the U.S. If all four of these currencies moved by 10% in the same direction, the Company's annual diluted earnings per share would change by about 24 cents.
- The Company expects the effective income tax rate for the full-year 2012 to be 31% to 33%. Some volatility may be experienced between the quarters resulting in a quarterly tax rate that is outside the annual range.
- The Company does not generally provide specific guidance regarding annual sales or operating income performance expectations, but has previously disclosed a long-term average annual constant currency target of 6-7% for operating income growth. Results in a particular period may be within or outside of this range due to market conditions or other factors. Based on current results along with the heightened global economic challenges, the Company currently expects the full year 2012 constant currency operating income growth rate will be at or somewhat below the 6-7% long-term operating income growth target. Consistent with the Company's historical practice, this information will not be updated going forward.
- The Company expects capital expenditures for 2012 to be approximately $2.9 billion. About half of this amount will be used to open new restaurants. The Company expects to open more than 1,300 restaurants including about 450 restaurants in affiliated and developmental licensee markets, such as Japan and Latin America, where the Company does not fund any capital expenditures. The Company expects net additions of about 900 restaurants. The remaining capital will be used for reinvestment in existing restaurants. Nearly half of this reinvestment will be used to reimage more than 2,400 locations worldwide, some of which will require no capital investment from the Company.

The Following Definitions Apply to These Terms as Used Throughout This Form 10-Q:

- Information in constant currency is calculated by translating current year results at prior year average exchange rates. Management reviews and analyzes business results excluding the effect of foreign currency translation and bases incentive compensation plans on these results because they believe this better represents the Company's underlying business trends.
- Systemwide sales include sales at all restaurants, whether operated by the Company or by franchisees. While franchised sales are not recorded as revenues by the Company, management believes the information is important in understanding the Company's financial performance because these sales are the basis on which the Company calculates and records franchised revenues and are indicative of the financial health of the franchisee base.
- Comparable sales represent sales at all restaurants and comparable guest counts represent the number of transactions at all restaurants, whether operated by the Company or by franchisees, in operation at least thirteen months including those temporarily closed. Some of the reasons restaurants may be temporarily closed include reimaging or remodeling, rebuilding, road construction and natural disasters. Comparable sales exclude the impact of currency translation. Comparable sales are driven by changes in guest counts and average check, which is affected by changes in pricing and product mix. Management reviews the increase or decrease in comparable sales and comparable guest counts compared with the same period in the prior year to assess business trends. The number of weekdays and weekend days, referred to as the calendar shift/trading day adjustment, can impact comparable sales and guest counts. In addition, the timing of holidays can also impact comparable sales and guest counts.

CONSOLIDATED OPERATING RESULTS

Dollars in millions, except per share data	**Quarter Ended June 30, 2012**		**Six Months Ended June 30, 2012**	
	Amount	**% Increase/ (Decrease)**	**Amount**	**% Increase/ (Decrease)**
Revenues				
Sales by Company-operated restaurants	$4,673.5	(1)	$ 9,105.7	3
Revenues from franchised restaurants	2,242.4	2	4,356.8	5
Total revenues	6,915.9	0	13,462.5	3
Operating costs and expenses				
Company-operated restaurant expenses	3,823.8	0	7,478.2	4
Franchised restaurants—occupancy expenses	376.2	1	750.9	3
Selling, general & administrative expenses	617.3	5	1,209.8	5
Impairment and other charges (credits), net	—	n/m	—	n/m
Other operating (income) expense, net	(56.4)	(5)	(96.0)	6
Total operating costs and expenses	4,760.9	1	9,342.9	4
Operating income	2,155.0	(2)	4,119.6	3
Interest expense	130.0	7	258.9	7
Nonoperating (income) expense, net	15.1	n/m	3.3	(58)
Income before provision for income taxes	2,009.9	(3)	3,857.4	2
Provision for income taxes	662.9	1	1,243.7	9
Net income	$1,347.0	(4)	$ 2,613.7	0
Earnings per common share-basic	$ 1.33	(2)	$ 2.57	2
Earnings per common share-diluted	$ 1.32	(2)	$ 2.54	2

n/m Not meaningful

Impact of Foreign Currency Translation

While changes in foreign currency exchange rates affect reported results, McDonald's mitigates exposures, where practical, by financing in local currencies, hedging certain foreign-denominated cash flows, and purchasing goods and services in local currencies. Management reviews and analyzes business results excluding the effect of foreign currency translation and bases incentive compensation plans on these results because they believe this better represents the Company's underlying business trends. Results excluding the effect of foreign currency translation (also referred to as constant currency) are calculated by translating current year results at prior year average exchange rates.

IMPACT OF FOREIGN CURRENCY TRANSLATION
Dollars in millions, except per share data

Quarters Ended June 30,	**2012**	2011	Currency Translation Benefit/ (Cost) 2012
Revenues	**$ 6,915.9**	$ 6,905.4	**$ (333.3)**
Company-operated margins	**849.7**	890.6	**(45.9)**
Franchised margins	**1,866.2**	1,835.0	**(82.6)**
Selling, general & administrative expenses	**617.3**	588.0	**18.8**
Operating income	**2,155.0**	2,189.1	**(110.5)**
Net income	**1,347.0**	1,410.2	**(78.1)**
Earnings per share-diluted	**1.32**	1.35	**(0.07)**

Six Months Ended June 30,	**2012**	2011	Currency Translation Benefit/ (Cost) 2012
Revenues	**$13,462.5**	$13,017.0	**$ (407.9)**
Company-operated margins	**1,627.5**	1,626.6	**(54.7)**
Franchised margins	**3,605.9**	3,439.6	**(101.7)**
Selling, general & administrative expenses	**1,209.8**	1,151.6	**23.3**
Operating income	**4,119.6**	4,015.0	**(133.2)**
Net income	**2,613.7**	2,619.2	**(93.6)**
Earnings per share-diluted	**2.54**	2.49	**(0.10)**

Foreign currency translation had a negative impact on consolidated operating results for the quarter and six months ended June 30, 2012 primarily due to the weakening of the Euro, along with most other currencies.

Net Income and Diluted Earnings per Common Share

For the quarter, net income decreased 4% (increased 1% in constant currencies) to $1,347.0 million and diluted earnings per share decreased 2% (increased 3% in constant currencies) to $1.32. Foreign currency translation had a negative impact of $0.07 per share on diluted earnings per share.

For the six months, net income was relatively flat (increased 3% in constant currencies) at $2,613.7 million and diluted earnings per share increased 2% (6% in constant currencies) to $2.54. Foreign currency translation had a negative impact of $0.10 per share on diluted earnings per share.

For the quarter and six months, net income and diluted earnings per share growth in constant currencies were positively impacted by franchised margin dollars and a decrease in diluted weighted average shares outstanding, partly offset by a higher effective income tax rate and higher selling, general and administrative expenses.

During the quarter, the Company repurchased 9.4 million shares of its stock for $856.2 million, bringing total repurchases for the six months to 17.5 million shares or $1.7 billion, and paid a quarterly dividend of $0.70 per share or $709.3 million, bringing the total dividends paid for the six months to $1.4 billion.

Revenues

Revenues consist of sales by Company-operated restaurants and fees from restaurants operated by franchisees. Revenues from conventional franchised restaurants include rent and royalties based on a percent of sales along with minimum rent payments and initial fees. Revenues from franchised restaurants that are licensed to affiliates and developmental licensees include a royalty based on a percent of sales and generally include initial fees.

REVENUES
Dollars in millions

Quarters Ended June 30,	**2012**	2011	% Inc/ (Dec)	% Inc/ (Dec) Excluding Currency Translation
Company-operated sales				
U.S.	**$ 1,152.4**	$ 1,126.7	2	2
Europe	**1,994.6**	2,048.4	(3)	7
APMEA	**1,302.4**	1,274.7	2	4
Other Countries & Corporate	**224.1**	247.6	(10)	(6)
Total	**$ 4,673.5**	$ 4,697.4	(1)	4
Franchised revenues				
U.S.	**$ 1,089.9**	$ 1,042.0	5	5
Europe	**746.6**	774.1	(4)	7
APMEA	**245.5**	235.0	4	8
Other Countries & Corporate	**160.4**	156.9	2	10
Total	**$ 2,242.4**	$ 2,208.0	2	6
Total revenues				
U.S.	**$ 2,242.3**	$ 2,168.7	3	3
Europe	**2,741.2**	2,822.5	(3)	7
APMEA	**1,547.9**	1,509.7	3	4
Other Countries & Corporate	**384.5**	404.5	(5)	0
Total	**$ 6,915.9**	$ 6,905.4	0	5

Six Months Ended June 30,	**2012**	2011	% Inc/ (Dec)	% Inc/ (Dec) Excluding Currency Translation
Company-operated sales				
U.S.	**$ 2,242.0**	$ 2,131.3	5	5
Europe	**3,829.2**	3,807.0	1	8
APMEA	**2,608.9**	2,455.7	6	6
Other Countries & Corporate	**425.6**	456.1	(7)	(4)
Total	**$ 9,105.7**	$ 8,850.1	3	6
Franchised revenues				
U.S.	**$ 2,102.6**	$ 1,963.2	7	7
Europe	**1,447.5**	1,455.5	(1)	7
APMEA	**495.6**	454.5	9	9
Other Countries & Corporate	**311.1**	293.7	6	11
Total	**$ 4,356.8**	$ 4,166.9	5	8
Total revenues				
U.S.	**$ 4,344.6**	$ 4,094.5	6	6
Europe	**5,276.7**	5,262.5	0	8
APMEA	**3,104.5**	2,910.2	7	6
Other Countries & Corporate	**736.7**	749.8	(2)	2
Total	**$13,462.5**	$13,017.0	3	7

Consolidated revenues were flat (increased 5% in constant currencies) for the quarter and increased 3% (7% in constant currencies) for the six months. The constant currency growth was driven primarily by positive comparable sales as well as expansion.

In the U.S., revenues increased for the quarter and six months due to positive comparable sales driven by the strength of everyday value offerings, menu variety, convenience, and the enhanced customer experience due to reimaged restaurants. Comparable sales performance for the quarter also benefited from the ongoing popularity of McDonald's classic core favorites and new additions to the McCafé beverage line-up, despite broad competitive activity.

In Europe, the constant currency increases in revenues for the quarter and six months were primarily driven by strong comparable sales in Russia (which is entirely Company-operated) and the U.K., as well as expansion in Russia. France and Germany also contributed to the increase in revenues.

In APMEA, the constant currency increases in revenues for the quarter and six months were primarily driven by comparable sales increases in Australia, China and most other markets, as well as expansion in China.

The following table presents the percent change in comparable sales for the quarters and six months ended June 30, 2012 and 2011:

COMPARABLE SALES	**% Increase**			
	Quarters Ended June 30,		**Six Months Ended June 30,***	
	2012	2011	**2012**	2011
U.S.	**3.6**	4.5	**6.1**	3.7
Europe	**3.8**	5.9	**4.4**	5.8
APMEA	**0.9**	5.2	**3.2**	4.2
Other Countries & Corporate	**9.1**	10.3	**10.2**	9.1
Total	**3.7**	5.6	**5.4**	4.9

* On a consolidated basis, comparable guest counts increased 3.0% and 3.8% for the six months ended June 30, 2012 and 2011, respectively.

The following table presents the percent change in Systemwide sales for the quarter and six months ended June 30, 2012:

SYSTEMWIDE SALES				
	Quarter Ended June 30, 2012		**Six Months Ended June 30, 2012**	
	% Inc/ (Dec)	% Inc Excluding Currency Translation	% Inc	% Inc Excluding Currency Translation
U.S.	4	4	7	7
Europe	(4)	7	0	7
APMEA	3	5	8	8
Other Countries & Corporate	2	11	6	13
Total	2	6	5	8

Franchised sales are not recorded as revenues by the Company, but are the basis on which the Company calculates and records franchised revenues and are indicative of the health of the franchisee base. The following table presents Franchised sales and the related increases/(decreases):

FRANCHISED SALES
Dollars in millions

Quarters Ended June 30,	**2012**	2011	% Inc/ (Dec)	% Inc Excluding Currency Translation
U.S.	**$ 7,920.1**	$ 7,564.2	5	5
Europe	**4,240.7**	4,417.8	(4)	6
APMEA	**3,203.5**	3,079.8	4	6
Other Countries & Corporate	**1,955.4**	1,891.1	3	14
Total*	**$17,319.7**	$16,952.9	2	6

Six Months Ended June 30,	**2012**	2011	% Inc/ (Dec)	% Inc Excluding Currency Translation
U.S.	**$15,297.6**	$14,278.8	7	7
Europe	**8,226.5**	8,280.9	(1)	7
APMEA	**6,629.2**	6,103.2	9	8
Other Countries & Corporate	**3,844.5**	3,577.0	7	15
Total*	**$33,997.8**	$32,239.9	5	8

* Sales from developmental licensed restaurants or foreign affiliated markets where the Company earns a royalty based on a percent of sales were $3,662.1 million and $3,504.6 million for the quarters ended June 30, 2012 and 2011, respectively, and were $7,554.0 million and $6,928.2 million for the six months ended June 30, 2012 and 2011, respectively. The remaining balance of franchised sales is derived from conventional franchised restaurants where the Company earns rent and royalties based primarily on a percent of sales.

Restaurant Margins

FRANCHISED AND COMPANY-OPERATED RESTAURANT MARGINS *Dollars in millions*						
Quarters Ended June 30,	**Percent**		**Amount**		% Inc/ (Dec)	% Inc/ (Dec) Excluding Currency Translation
	2012	2011	**2012**	2011		
Franchised						
U.S.	**84.3**	84.3	**$ 918.8**	$ 878.1	5	5
Europe	**79.3**	79.1	**592.2**	612.2	(3)	7
APMEA	**88.7**	88.9	**217.7**	208.9	4	8
Other Countries & Corporate	**85.7**	86.5	**137.5**	135.8	1	9
Total	**83.2**	83.1	**$1,866.2**	$1,835.0	2	6
Company-operated						
U.S.	**19.8**	20.7	**$ 228.2**	$ 233.0	(2)	(2)
Europe	**19.3**	19.6	**384.6**	400.7	(4)	6
APMEA	**15.3**	17.0	**198.6**	216.5	(8)	(7)
Other Countries & Corporate	**17.0**	16.3	**38.3**	40.4	(5)	(1)
Total	**18.2**	19.0	**$ 849.7**	$ 890.6	(5)	1

Six Months Ended June 30,	**Percent**		**Amount**		% Inc/ (Dec)	% Inc/ (Dec) Excluding Currency Translation
	2012	2011	**2012**	2011		
Franchised						
U.S.	**83.9**	83.6	**$1,763.2**	$1,640.4	7	7
Europe	**78.6**	78.4	**1,137.9**	1,141.7	0	7
APMEA	**88.6**	89.1	**439.3**	404.8	9	9
Other Countries & Corporate	**85.3**	86.0	**265.5**	252.7	5	11
Total	**82.8**	82.5	**$3,605.9**	$3,439.6	5	8
Company-operated						
U.S.	**19.3**	20.1	**$ 432.9**	$ 429.2	1	1
Europe	**18.4**	18.5	**706.3**	703.8	0	8
APMEA	**16.1**	17.2	**419.0**	423.3	(1)	(1)
Other Countries & Corporate	**16.3**	15.4	**69.3**	70.3	(1)	2
Total	**17.9**	18.4	**$1,627.5**	$1,626.6	0	3

Franchised margin dollars increased $31.2 million or 2% (6% in constant currencies) for the quarter and $166.3 million or 5% (8% in constant currencies) for the six months.

- In the U.S., the franchised margin percent was flat for the quarter and increased for the six months primarily due to positive comparable sales, largely offset by higher depreciation related to reimaging.
- In Europe, the franchised margin percent increased for the quarter and six months primarily due to positive comparable sales, partly offset by higher rent expense.
- In APMEA, while the franchised margin dollars increased for the quarter and six months, the margin percent decreased primarily due to the 2012 change in classification of certain amounts from revenues to restaurant occupancy expenses in Australia. Although the change in classification results in a decrease to the franchised margin percentage, there is no impact on the reported franchised margin dollars.

Company-operated margin dollars decreased $40.9 million or 5% (increased 1% in constant currencies) for the quarter. The impact of the challenging global operating and economic environment, evolving value offerings and increased costs pressured margin growth in the quarter. Company-operated margin dollars increased $0.9 million or 0% (3% in constant currencies) for the six months.

- In the U.S., the Company-operated margin percent for the quarter and six months decreased as positive comparable sales were more than offset by higher food and paper costs, and to a lesser extent higher labor and occupancy costs.
- In Europe, despite strong comparable sales in Russia and the U.K., the Company-operated margin percent decreased for the quarter and six months due to higher labor and commodity costs, and to a lesser extent higher occupancy costs.
- In APMEA, the Company-operated margin percent for the quarter and six months decreased as positive comparable sales were more than offset by higher labor, commodity and occupancy costs. Acceleration of new restaurant openings in China also negatively impacted the margin percent for the quarter and six months. Similar to other markets, new restaurants in China initially open with lower margins that grow significantly over time.

The following table presents Company-operated restaurant margin components as a percent of sales:

CONSOLIDATED COMPANY-OPERATED RESTAURANT EXPENSES AND MARGINS AS A PERCENT OF SALES				
	Quarter Ended June 30,		**Six Months Ended June 30,**	
	2012	2011	**2012**	2011
Food & paper	**34.1**	33.8	**34.2**	33.7
Payroll & employee benefits	**25.4**	25.2	**25.5**	25.5
Occupancy & other operating expenses	**22.3**	22.0	**22.4**	22.4
Total expenses	**81.8**	81.0	**82.1**	81.6
Company-operated margins	**18.2**	19.0	**17.9**	18.4

Selling, General & Administrative Expenses

Selling, general & administrative expenses increased 5% (8% in constant currencies) for the quarter and 5% (7% in constant currencies) for the six months primarily related to higher employee costs, the Worldwide Owner/Operator Convention in the second quarter and technology related costs.

For the six months, selling, general & administrative expenses as a percent of revenues increased to 9.0% for 2012 compared with 8.8% for 2011, and as a percent of Systemwide sales was 2.8% for 2012 and 2011.

Other Operating (Income) Expense, Net

OTHER OPERATING (INCOME) EXPENSE, NET *Dollars in millions*				
	Quarter Ended June 30, 2012		**Six Months Ended June 30,**	
	2012	2011	**2012**	2011
Gains on sales of restaurant businesses	**$ (25.3)**	$ (14.7)	**$ (41.0)**	$ (26.6)
Equity in earnings of unconsolidated affiliates	**(33.6)**	(42.6)	**(74.0)**	(79.8)
Asset dispositions and other (income) expense, net	**2.5**	3.4	**19.0**	3.6
Total	**$ (56.4)**	$ (53.9)	**$ (96.0)**	$ (102.8)

Gains on sales of restaurant businesses for the quarter and six months increased primarily due to sales of restaurants in China to developmental licensees.

Equity in earnings of unconsolidated affiliates decreased for the quarter primarily due to lower operating results in Japan.

Asset dispositions and other expense increased for the six months primarily due to higher gains on unconsolidated partnership dissolutions in the U.S. in 2011.

Operating Income

OPERATING INCOME *Dollars in millions*				
Quarters Ended June 30,	**2012**	2011	% Inc/ (Dec)	% Inc/ (Dec) Excluding Currency Translation
U.S.	**$ 972.1**	$ 952.0	2	2
Europe	**807.2**	833.4	(3)	8
APMEA	**358.8**	365.6	(2)	1
Other Countries & Corporate	**16.9**	38.1	(55)	(25)
Total	**$2,155.0**	$2,189.1	(2)	3

Six Months Ended June 30,	**2012**	2011	% Inc/ (Dec)	% Inc/ (Dec) Excluding Currency Translation
U.S.	**$1,843.4**	$1,745.0	6	6
Europe	**1,506.5**	1,508.7	0	8
APMEA	**742.7**	713.6	4	4
Other Countries & Corporate	**27.0**	47.7	(43)	(11)
Total	**$4,119.6**	$4,015.0	3	6

In the U.S., operating results increased for the quarter and six months primarily due to higher franchised margin dollars, partly offset by lower other operating income.

In Europe, constant currency operating results increased for the quarter and six months driven by higher restaurant margin dollars, primarily due to stronger operating performance in Russia and the U.K. and, to a lesser extent, France and Germany.

In APMEA, constant currency operating results increased for the quarter and six months primarily due to higher franchised margin dollars and other operating income, offset by higher selling, general and administrative expenses, mostly in China. Lower company-operated margin dollars negatively impacted constant currency operating results for both periods, although the impact was more significant in the quarter.

- ***Combined Operating Margin***

Combined operating margin is defined as operating income as a percent of total revenues. Combined operating margin for the six months ended June 30, 2012 and 2011 was 30.6% and 30.8%, respectively.

Interest Expense

Interest expense increased 7% for the quarter and six months primarily due to higher average debt balances.

Nonoperating (Income) Expense, Net

NONOPERATING (INCOME) EXPENSE, NET *Dollars in millions*				
	Quarters Ended June 30,		**Six Months Ended June 30,**	
	2012	2011	**2012**	2011
Interest Income	**$ (6.5)**	$ (9.5)	**$ (18.0)**	$ (17.3)
Foreign currency and hedging activity	**7.1**	0.6	**7.6**	1.1
Other (income) expense, net	**14.5**	9.8	**13.7**	24.0
Total	**$ 15.1**	$ 0.9	**$ 3.3**	$ 7.8

Income Taxes

The effective income tax rate was 33.0% and 31.8% for the quarters ended June 30, 2012 and 2011, respectively, and 32.2% and 30.4% for the six months ended June 30, 2012 and 2011, respectively. The effective income tax rate for the quarter and six months ended June 30, 2011 reflected a nonrecurring deferred tax benefit related to certain foreign operations.

Cash Flows and Financial Position

The Company generates significant cash from operations and has substantial credit capacity to fund operating and discretionary spending such as capital expenditures, debt repayments, dividends and share repurchases.

Cash provided by operations totaled $3.1 billion and exceeded capital expenditures by $1.8 billion for the six months 2012. Cash provided by operations decreased $79.3 million compared with the six months 2011 primarily due to higher income tax payments of $259.3 million and the negative impact of foreign currency translation on operating results.

Cash used for investing activities totaled $1.3 billion for the six months 2012, an increase of $310.7 million compared with the six months 2011 primarily due to higher capital expenditures in the U.S. and lower proceeds from sales of restaurant businesses, partly offset by fewer purchases of restaurant businesses.

Cash used for financing activities totaled $1.6 billion for the six months 2012, a decrease of $1.0 billion compared with the six months 2011, primarily due to higher net debt issuances and lower treasury stock purchases, partly offset by higher dividend payments.

Debt obligations at June 30, 2012 totaled $13.6 billion compared with $12.5 billion at December 31, 2011. The increase was primarily due to net debt issuances of $1.2 billion.

Risk Factors and Cautionary Statement Regarding Forward-Looking Statements

The information in this report includes forward-looking statements about our plans and future performance, including those under Outlook. These statements use such words as “may,” “will,” “expect,” “believe” and “plan.” They reflect our expectations and speak only as of the date of this report. We do not undertake to update them. Our expectations (or the underlying assumptions) may change or not be realized, and you should not rely unduly on forward-looking statements.

Our business and execution of our strategic plan, the Plan to Win, are subject to risks. The most important of these is whether we can remain relevant to our customers and a brand they trust. Meeting customer expectations is complicated by the risks inherent in our global operating environment. The IEO segment of the restaurant industry, although largely mature in our major markets, is highly fragmented and competitive. The IEO segment has been contracting in many markets, including some major markets, due to unfavorable economic conditions, and this is expected to continue. Persistently high unemployment rates in many markets have also increased consumer focus on value and heightened pricing sensitivity. Combined with pressure on labor and occupancy costs and volatility in commodity prices, as well as aggressive competitive activity, these circumstances affect restaurant sales and are expected to continue to pressure margins during 2012 in all operating segments. We have the added challenge of the cultural, economic and regulatory differences that exist within and among the more than 100 countries where we operate. Initiatives we undertake may not have universal appeal among different segments of our customer base and can drive unanticipated changes in guest counts and customer perceptions. Our operations, plans and results are also affected by regulatory and similar initiatives around the world, notably the focus on nutritional content and the production, processing and preparation of food “from field to front counter,” as well as industry marketing practices.

These risks can have an impact both in the near- and long-term and are reflected in the following considerations and factors that we believe are most likely to affect our performance.

Our ability to remain a relevant and trusted brand and to increase sales and profits depends largely on how well we execute the Plan to Win.

The Plan to Win addresses the key drivers of our business and results—people, products, place, price and promotion. The quality of our execution depends mainly on the following:

- Our ability to anticipate and respond effectively to trends or other factors that affect the IEO segment and our competitive position in the diverse markets we serve, such as spending patterns, demographic changes, trends in food preparation, consumer preferences and publicity about us, all of which can drive popular perceptions of our business or affect the willingness of other companies to enter into site, supply or other arrangements or alliances with us;
- The risks associated with our franchise business model, including whether our franchisees and developmental licensees will have the experience and financial resources to be effective operators and remain aligned with us on operating, promotional and capital-intensive initiatives and the potential impact on us if they experience food safety or other operational problems or project a brand image inconsistent with our values, particularly if our contractual and other rights and remedies are limited by law or otherwise, costly to exercise or subject to litigation;
- Our ability to drive restaurant improvements that achieve optimal capacity, particularly during peak mealtime hours, and to motivate our restaurant personnel and our franchisees to achieve consistency and high service levels so as to improve consumer perceptions of our ability to meet expectations for quality food served in clean and friendly environments;
- The success of our tiered approach to menu offerings and our ability to introduce new offerings, as well as the impact of our competitors’ actions, including in response to our menu changes, and our ability to continue robust menu development and manage the complexity of our restaurant operations;
- Whether we can complete our restaurant reimaging and rebuilding plans as and when projected and whether we are able to identify and develop restaurant sites consistent with our plans for net growth of Systemwide restaurants, as well as sales and profitability targets;
- The costs and risks associated with our increasing reliance on information technology (e.g., point-of-sale and other in-store systems or platforms) and our plans to make additional information technology available to franchisees, including the risk that we will not realize fully the benefits of the significant investments we are making, the potential for system failures, programming errors, breaches of security involving our systems or those of third-party system operators and litigation risk involving intellectual property rights or our rights and obligations to others under related contractual arrangements;
- The success of our initiatives to support menu choice, physical activity and nutritional awareness and to address these and other matters of social responsibility in a way that communicates our values effectively and inspires trust and confidence;
- Our ability to respond effectively to adverse perceptions about the quick-service category of the IEO segment or about our products (including their nutritional content), promotions and premiums, such as Happy Meals (collectively, our products), how we source the commodities we use, and our ability to manage the potential impact on McDonald’s of food-borne illnesses or product safety issues;

- The impact of social media and other mobile communications and applications that can be used to promote adverse perceptions of our operations or those of our suppliers, or to promote or threaten boycotts or other actions involving us or our suppliers, with significantly greater speed and scope than traditional media outlets;
- Our ability to differentiate the McDonald's experience in a way that balances consumer value with margin levels, particularly in markets where pricing or cost pressures are significant or have been exacerbated by the current challenging economic and operating environment;
- The impact of pricing, marketing and promotional plans on sales and margins and our ability to adjust these plans to respond quickly to changing economic and competitive conditions;
- The impact of events such as boycotts or protests, labor strikes and supply chain interruptions (including due to lack of supply or price increases) that can adversely affect us directly or adversely affect vendors, franchisees and others that are also part of the McDonald's System and whose performance has a material impact on our results;
- Our ability to recruit and retain qualified personnel to manage our operations and growth, particularly in certain developing markets; and
- Our ability to leverage promotional or operating successes in individual markets into other markets in a timely and cost-effective way.

Our results and financial condition are affected by global and local market conditions, and the prolonged challenging economic environment can be expected to continue to pressure our results.

Our results of operations are substantially affected by economic conditions, both globally and in local markets, and conditions can also vary substantially by market. The current global environment has been characterized by persistently weak economies, high unemployment rates, inflationary pressures and volatility in financial markets. Concerns about the ongoing Eurozone sovereign debt issues continue to affect both Europe and world markets. Widespread austerity measures in Europe are expected to continue to adversely affect consumer confidence, purchasing power and spending. This environment has also adversely affected business confidence and spending, and uncertainty about the long-term investment environment could further depress capital investment and economic activity. These unfavorable conditions are expected to persist and to continue to affect sales in some of our markets or dayparts within some markets. To mitigate the impact of these conditions, we are continuing our focus on value as a driver of guest counts through menu, pricing and promotional actions. These actions have adversely affected our margin percent in some markets, which may continue. The key factors that can affect our operations, plans and results in this environment are the following:

- Whether our strategies will be effective in enabling the continued market share gains that we have included in our plans, while at the same time enabling us to achieve our targeted operating income growth despite the current adverse economic conditions, resurgent competitors and a more costly and competitive advertising environment;
- The effectiveness of our supply chain management to assure reliable and sufficient product supply on favorable terms;
- The impact on consumer disposable income levels and spending habits of governmental actions to manage national economic matters, whether through austerity or stimulus measures and initiatives intended to control wages, unemployment, credit availability, inflation, taxation and other economic drivers;
- The impact on restaurant sales and margins of ongoing commodity price volatility (including gasoline, despite recent moderation in prices), and the effectiveness of pricing, hedging and other actions that we, franchisees and suppliers take to address this environment;
- The impact on our margins of labor costs given our labor-intensive business model, the long-term trend toward higher wages and social expenses in both mature and developing markets and any potential impact of union organizing efforts;
- The impact of foreign exchange and interest rates on our financial condition and results;
- The challenges and uncertainties associated with operating in developing markets, which may entail a relatively higher risk of political instability, economic volatility, crime, corruption and social and ethnic unrest, all of which are exacerbated in many cases by a lack of an independent and experienced judiciary and uncertainties in how local law is applied and enforced, including in areas most relevant to commercial transactions and foreign investment;
- The nature and timing of decisions about underperforming markets or assets, including decisions that result in impairment charges that reduce our earnings;
- The increasing focus on workplace practices and conditions, which may drive changes in practices or in the general commercial and regulatory environment that affect perceptions of our business or our cost of doing business; and
- The impact of changes in our debt levels on our credit ratings, interest expense, availability of acceptable counterparties, ability to obtain funding on favorable terms or our operating or financial flexibility, especially if lenders impose new operating or financial covenants.

Increasing legal and regulatory complexity will continue to affect our operations and results in material ways.

Our legal and regulatory environment worldwide exposes us to complex compliance, litigation and similar risks that affect our operations and results in material ways. In many of our markets, including the United States and Europe, we are subject to increasing regulation, which has increased our cost of doing business. In developing markets, we face the risks associated with new and untested laws and judicial systems. Among the more important regulatory and litigation risks we face and must manage are the following:

- The cost, compliance and other risks associated with the often conflicting and highly prescriptive regulations we face, especially in the United States where inconsistent standards imposed by local, state and federal authorities can adversely affect popular perceptions of our business and increase our exposure to litigation or governmental investigations or proceedings;
- The impact of new, potential or changing regulation that can affect our business plans, such as those relating to product packaging, marketing and the content and safety of our food and other products, as well as the risks and costs of our labeling and other disclosure practices, particularly given varying legal requirements and practices for testing and disclosure within our industry, ordinary variations in food preparation among our own restaurants, and the need to rely on the accuracy and completeness of information from third-party suppliers;
- The impact of nutritional, health and other scientific inquiries and conclusions, which constantly evolve and often have contradictory implications, but nonetheless drive popular opinion, litigation and regulation, including taxation, in ways that could be material to our business;
- The impact of litigation trends, particularly in our major markets, including class actions, labor, employment and personal injury claims, franchisee litigation, landlord/tenant disputes and intellectual property claims (including often aggressive or opportunistic attempts to enforce patents used in information technology systems); the relative level of our defense costs, which vary from period to period depending on the number, nature and procedural status of pending proceedings; the cost and other effects of settlements or judgments, which may require us to make disclosures or take other actions that may affect perceptions of our brand and products; and the scope and terms of insurance or indemnification protections that we may have;
- Adverse results of pending or future litigation, including litigation challenging the composition of our products, or the appropriateness or accuracy of our marketing or other communication practices;
- The risks and costs to us, our franchisees and our supply chain of increased focus by U.S. and overseas governmental and non-governmental organizations on environmental sustainability matters (e.g., climate change, land use, energy and water resources, and animal health and welfare) and the increased pressure to make commitments or set targets and take actions to meet them, which could expose the Company to market, operational and execution costs or risks, particularly when actions are undertaken Systemwide;
- The increasing costs and other effects of compliance with U.S. and overseas regulations affecting our workforce and labor practices, including regulations relating to wage and hour practices, workplace conditions, healthcare, immigration, retirement and other employee benefits and unlawful workplace discrimination;
- Disruptions in our operations or price volatility in a market that can result from governmental actions, such as price, foreign exchange or import-export controls, increased tariffs or government-mandated closure of our or our vendors' operations, and the cost and disruption of responding to governmental investigations or proceedings, whether or not they have merit;
- The legal and compliance risks and costs associated with privacy, consumer protection and other laws, the potential costs (including the loss of consumer confidence) arising from alleged security breaches of our information systems, and the risk of criminal penalties or civil liability to consumers, employees or franchisees whose data is alleged to have been collected or used inappropriately; and
- The impact of changes in financial reporting requirements, accounting principles or practices, including with respect to our critical accounting estimates, changes in tax accounting or tax laws (or related authoritative interpretations), particularly if corporate tax reform becomes a key component of budgetary initiatives in the United States and elsewhere, and the impact of settlements of pending or any future adjustments proposed by the IRS or other taxing authorities in connection with our tax audits, all of which will depend on their timing, nature and scope.

The trading volatility and price of our common stock may be affected by many factors.

Many factors affect the volatility and price of our common stock in addition to our operating results and prospects. The most important of these, some of which are outside our control, are the following:

- The continuing unfavorable global economic and extremely volatile market conditions;
- Governmental action or inaction in light of key indicators of economic activity or events that can significantly influence financial markets, particularly in the United States which is the principal trading market for our common stock, and media reports and commentary about economic or other matters, even when the matter in question does not directly relate to our business;

- Changes in financial or tax reporting and accounting principles or practices that materially affect our reported financial condition and results and investor perceptions of our performance;
- Trading activity in our common stock or trading activity in derivative instruments with respect to our common stock or debt securities, which can reflect market commentary (including commentary that may be unreliable or incomplete in some cases) or expectations about our business, our creditworthiness or investor confidence generally; actions by shareholders and others seeking to influence our business strategies; portfolio transactions in our stock by significant shareholders; or trading activity that results from the ordinary course rebalancing of stock indices in which McDonald's may be included, such as the S&P 500 Index and the Dow Jones Industrial Average;
- The impact of our stock repurchase program or dividend rate; and
- The impact on our results of other corporate actions, such as those we may take from time to time as part of our continuous review of our corporate structure in light of business, legal and tax considerations.

Our results and prospects can be adversely affected by events such as severe weather conditions, natural disasters, hostilities and social unrest, among others.

Severe weather conditions, natural disasters, hostilities and social unrest, terrorist activities, health epidemics or pandemics (or expectations about them) can adversely affect consumer spending and confidence levels or other factors that affect our results and prospects, such as commodity costs. Our receipt of proceeds under any insurance we maintain with respect to certain of these risks may be delayed or the proceeds may be insufficient to offset our losses fully.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There were no material changes to the disclosure made in our Annual Report on Form 10-K for the year ended December 31, 2011 regarding this matter.

Item 4. Controls and Procedures

An evaluation was conducted under the supervision and with the participation of the Company's management, including the Chief Executive Officer (CEO) and Chief Financial Officer (CFO), of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of June 30, 2012. Based on that evaluation, the CEO and CFO concluded that the Company's disclosure controls and procedures were effective as of such date to ensure that information required to be disclosed in the reports that it files or submits under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms. Such officers also confirm that there was no change in the Company's internal control over financial reporting during the quarter ended June 30, 2012 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

There were no material changes to the disclosure made in our Annual Report on Form 10-K for the year ended December 31, 2011 regarding these matters.

Item 1A. Risk Factors

This report contains certain forward-looking statements which reflect management's expectations regarding future events and operating performance and speak only as of the date hereof. These forward-looking statements involve a number of risks and uncertainties. These and other risks are noted in the Risk Factors and Cautionary Statement Regarding Forward-Looking Statements following Management's Discussion and Analysis.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Purchases of Equity Securities*

The following table presents information related to repurchases of common stock the Company made during the three months ended June 30, 2012:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (1)
April 1 - 30, 2012	1,372,599	$ 95.61	1,372,599	$ 2,579,440,000
May 1 - 31, 2012	2,810,568	94.03	2,810,568	2,315,160,000
June 1 - 30, 2012	5,210,198	88.42	5,210,198	1,854,459,000
Total	9,393,365	$ 91.15	9,393,365	(1)

* Subject to applicable law, the Company may repurchase shares directly in the open market, in privately negotiated transactions, or pursuant to derivative instruments and plans complying with Rule 10b5-1, among other types of transactions and arrangements.

(1) On September 24, 2009, the Company's Board of Directors approved a share repurchase program that authorized the purchase of up to $10 billion of the Company's outstanding common stock with no specified expiration date (2009 Program). On July 19, 2012, the Company's Board of Directors terminated the 2009 Program, effective July 31, 2012, and replaced it with a new share repurchase program, effective August 1, 2012 (2012 Program), that authorizes the purchase of up to $10 billion of the Company's outstanding common stock with no specified expiration date. As of July 31, 2012, no further share repurchases may be made under the 2009 Program; future share repurchases will be made pursuant to the 2012 Program.

Item 6. Exhibits

Exhibit Number		Description
(3)	(a)	Restated Certificate of Incorporation, effective as of June 14, 2012, filed herewith.
	(b)	By-Laws, as amended and restated with effect as of July 19, 2012, incorporated herein by reference from Form 8-K, filed July 20, 2012.
(4)	Instruments defining the rights of security holders, including Indentures:*	
	(a)	Senior Debt Securities Indenture, incorporated herein by reference from Exhibit (4)(a) of Form S-3 Registration Statement (File No. 333-14141), filed October 15, 1996.
	(b)	Subordinated Debt Securities Indenture, incorporated herein by reference from Exhibit (4)(b) of Form S-3 Registration Statement (File No. 333-14141), filed October 15, 1996.
(10)	Material Contracts	
	(a)	Directors' Deferred Compensation Plan, effective as of January 1, 2008, incorporated herein by reference from Form 8-K, filed December 4, 2007.**
	(b)	McDonald's Excess Benefit and Deferred Bonus Plan, effective January 1, 2011, as amended and restated March 22, 2010, incorporated herein by reference from Form 10-Q, for the quarter ended March 31, 2010.**
	(c)	McDonald's Corporation Supplemental Profit Sharing and Savings Plan, effective as of September 1, 2001, incorporated herein by reference from Form 10-K, for the year ended December 31, 2001.**
		(i) First Amendment to the McDonald's Corporation Supplemental Profit Sharing and Savings Plan, effective as of January 1, 2002, incorporated herein by reference from Form 10-K, for the year ended December 31, 2002.**
		(ii) Second Amendment to the McDonald's Corporation Supplemental Profit Sharing and Savings Plan, effective January 1, 2005, incorporated herein by reference from Form 10-K, for the year ended December 31, 2004.**
	(d)	1975 Stock Ownership Option Plan, as amended and restated July 30, 2001, incorporated herein by reference from Form 10-Q, for the quarter ended September 30, 2001.**
		(i) First Amendment to McDonald's Corporation 1975 Stock Ownership Option Plan, as amended and restated, effective as of February 14, 2007, incorporated herein by reference from Form 10-Q, for the quarter ended March 31, 2007.**
	(e)	1992 Stock Ownership Incentive Plan, as amended and restated January 1, 2001, incorporated herein by reference from Form 10-Q, for the quarter ended March 31, 2001.**
		(i) First Amendment to McDonald's Corporation 1992 Stock Ownership Incentive Plan, as amended and restated, effective as of February 14, 2007, incorporated herein by reference from Form 10-Q, for the quarter ended March 31, 2007.**
	(f)	McDonald's Corporation Executive Retention Replacement Plan, effective as of December 31, 2007 (as amended and restated on December 31, 2008), incorporated herein by reference from Form 10-K, for the year ended December 31, 2008.**
	(g)	McDonald's Corporation Amended and Restated 2001 Omnibus Stock Ownership Plan, effective July 1, 2008, incorporated herein by reference from Form 10-Q, for the quarter ended June 30, 2009.**
		(i) First amendment to the McDonald's Corporation Amended and Restated 2001 Omnibus Stock Ownership Plan, incorporated herein by reference from Form 10-K, for the year ended December 31, 2008.**
		(ii) Second Amendment to the McDonald's Corporation Amended and Restated 2001 Omnibus Stock Ownership Plan as amended, effective February 9, 2011, incorporated herein by reference from Form 10-K, for the year ended December 31, 2010.**
	(h)	Form of McDonald's Corporation Tier I Change of Control Employment Agreement, incorporated herein by reference from Form 10-Q, for the quarter ended September 30, 2008.**
	(i)	McDonald's Corporation 2009 Cash Incentive Plan, effective as of May 27, 2009, incorporated herein by reference from Form 10-Q, for the quarter ended June 30, 2009.**

Exhibit Number		Description
	(j)	Form of Executive Stock Option Grant Agreement in connection with the Amended and Restated 2001 Omnibus Stock Ownership Plan, as amended, incorporated herein by reference from Form 10-K, for the year ended December 31, 2011.**
	(k)	Form of Executive Performance-based Restricted Stock Unit Award Agreement in connection with the Amended and Restated 2001 Omnibus Stock Ownership Plan, as amended, incorporated herein by reference from Form 10-K, for the year ended December 31, 2011.**
	(l)	McDonald's Corporation Severance Plan, effective January 1, 2008, incorporated by reference from Form 8-K, filed December 4, 2007.**
		(i) First Amendment of McDonald's Corporation Severance Plan, effective as of October 1, 2008, incorporated herein by reference from Form 10-Q, for the quarter ended September 30, 2008.**
		(ii) Second Amendment of McDonald's Corporation Severance Plan, effective as of December 5, 2011, incorporated herein by reference from Form 10-K, for the year ended December 31, 2011.**
	(m)	Amended Assignment Agreement between Timothy Fenton and the Company, dated January 2008, incorporated herein by reference from Form 10-Q, for the quarter ended March 31, 2008.**
		(i) 2009 Amendment to the Amended Assignment Agreement between Timothy Fenton and the Company, effective as of January 1, 2009, incorporated herein by reference from Form 10-Q, for the quarter ended March 31, 2009.**
	(n)	Description of Restricted Stock Units granted to Andrew J. McKenna, filed herewith.**
	(o)	Terms of the Restricted Stock Units granted pursuant to the Company's Amended and Restated 2001 Omnibus Stock Ownership Plan, incorporated herein by reference from Form 10-K, for the year ended December 31, 2010.**
	(p)	McDonald's Corporation Target Incentive Plan, effective as of January 1, 2008, incorporated herein by reference from Form 8-K, filed January 29, 2008.**
	(q)	McDonald's Corporation Cash Performance Unit Plan 2010-2012, effective as of February 9, 2010, incorporated herein by reference from Form 8-K, filed February 16, 2010.**
	(r)	Executive Supplement describing the special terms of equity compensation awards granted to certain executive officers, pursuant to the Company's Amended and Restated 2001 Omnibus Stock Ownership Plan, as amended, incorporated herein by reference from Form 10-Q, for the quarter ended March 31, 2011.**
	(s)	Transaction Settlement Agreement between Denis Hennequin and the Company dated December 20, 2010 incorporated herein by reference from Form 8-K, filed December 20, 2010.**
(12)	Computation of Ratios.	

Exhibit Number	Description
(31.1)	Rule 13a-14(a) Certification of Chief Executive Officer.
(31.2)	Rule 13a-14(a) Certification of Chief Financial Officer.
(32.1)	Certification pursuant to 18 U.S.C. Section 1350 by the Chief Executive Officer, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
(32.2)	Certification pursuant to 18 U.S.C. Section 1350 by the Chief Financial Officer, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
(101.INS)	XBRL Instance Document.
(101.SCH)	XBRL Taxonomy Extension Schema Document.
(101.CAL)	XBRL Taxonomy Extension Calculation Linkbase Document.
(101.DEF)	XBRL Taxonomy Extension Definition Linkbase Document.
(101.LAB)	XBRL Taxonomy Extension Label Linkbase Document.
(101.PRE)	XBRL Taxonomy Extension Presentation Linkbase Document.

* Other instruments defining the rights of holders of long-term debt of the registrant, and all of its subsidiaries for which consolidated financial statements are required to be filed and which are not required to be registered with the Commission, are not included herein as the securities authorized under these instruments, individually, do not exceed 10% of the total assets of the registrant and its subsidiaries on a consolidated basis. An agreement to furnish a copy of any such instruments to the Commission upon request has been filed with the Commission.

** Denotes compensatory plan.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

McDONALD’S CORPORATION
(Registrant)

/s/ Peter J. Bensen

August 6, 2012

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

Exhibit 3(a)

RESTATED CERTIFICATE OF INCORPORATION
OF
MCDONALD'S CORPORATION

(originally incorporated on December 21, 1964
under the name "Regrub, Inc.")

FIRST: The name of the corporation is McDONALD'S CORPORATION.

SECOND: Its registered office in the State of Delaware is located at 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808.

The name and address of its registered agent is The Prentice-Hall Corporation System, Inc., 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808.

THIRD: The nature of the business of the Corporation and the objects and purposes to be transacted, promoted or carried on are as follows:

1. To obtain by license or otherwise and to grant to others by license or otherwise the right to the use of drive-in food establishment systems and food service systems of every kind and character, and to manage and operate drive-in and other restaurants and eating places of all kinds.

2. To manufacture, construct, lease, purchase and otherwise acquire; to hold, own, repair, maintain, operate and invest, trade and deal in; to lien, mortgage, pledge and otherwise encumber, and to let, assign, transfer, sell and otherwise dispose of goods, wares and merchandise and personal property of every kind and description and wherever situated.

3. To the same extent as natural persons might or could do, to purchase or otherwise acquire, hold, own, maintain, work, develop, sell, lease, sublease, exchange, hire, convey, mortgage or otherwise dispose of and turn to account and deal in, lands, leaseholds, any interests, estates and rights in real property, any personal or mixed property, and franchises, rights, licenses, permits or privileges of every character.

4. To acquire by purchase, exchange or otherwise, all, or any part of, or any interest in, the properties, assets, business and good will of any one or more persons, firms, associations, corporations or syndicates engaged in any business which the Corporation is authorized to engage in; to pay for the same in cash, property or its own or other securities; to hold, operate, reorganize, liquidate, sell or in any manner dispose of the whole or any part thereof; and in connection therewith, to assume or guarantee performance of any liabilities, obligations or contracts of such persons, firms, associations, corporations or syndicates, and to conduct in any lawful manner the whole or any part of any business thus acquired.

5. To acquire by purchase, subscription, contract or otherwise, and to hold for investment or otherwise, sell, exchange, mortgage, pledge or otherwise dispose of, or turn to account or realize upon, and generally to deal in and with, any and all kinds of securities issued or created by, or interests in, corporations, associations, partnerships, firms, trustees, syndicates,

individuals, municipalities or other political or governmental divisions or subdivisions, or any thereof, or by any combinations, organizations or entities whatsoever, irrespective of their form or the name by which they may be described; and to exercise any and all rights, powers, and privileges of individual ownership or interest in respect of any and all such securities and interests, including the right to vote thereon and to consent and otherwise act with respect thereto; to do any and all acts and things for the preservation, protection, improvement and enhancement in value of any and all such securities or interests, and to aid by loan, subsidy, guaranty or in any other manner permitted by law those issuing, creating, or responsible for any such securities or interests.

6. To develop, apply for, obtain, register, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own, use, operate, enjoy, turn to account, grant licenses in respect of, manufacture under, introduce, sell, assign, mortgage, pledge or otherwise dispose of any and all inventions, devices, formulae, processes, improvements and modifications thereof, letters patent and all rights connected therewith or appertaining thereunto, copyrights, trademarks, trade names, trade symbols and other indications of origin and ownership, franchises, licenses, grants and concessions granted by or recognized under the laws of the United States of America or of any state or subdivision thereof or of any other country or subdivision thereof.

7. To loan money upon the security of real and/or personal property of whatsoever name, nature or description, or without security.

8. To borrow money for any of the purposes of the Corporation, from time to time, and without limit as to amount; to issue and sell its own securities in such amounts, on such terms and conditions, for such purposes and for such prices, as the Board of Directors shall determine; and to secure such securities, by mortgage upon, or the pledge of, or the conveyance or assignment in trust of, the whole or any part of the properties, assets, business and good will of the Corporation, then owned or thereafter acquired.

It is the intention that the objects and purposes set forth in the foregoing clauses of this Article Third shall not, unless otherwise specified herein, be in any wise limited or restricted by reference to, or inference from, the terms of any other clause of this or any other article in this Certificate, but that the objects and purposes specified in each of said clauses shall be regarded as independent objects and purposes.

It is also the intention that the foregoing clauses shall be construed as powers as well as objects and purposes; that the Corporation shall be authorized to conduct its business or hold property in any part of the United States and its possessions, and foreign countries; that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the Corporation; and that generally the Corporation shall be authorized to exercise and enjoy all other powers conferred on corporations by the laws of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is Three Billion Six Hundred Sixty-Five Million (3,665,000,000), consisting of Three Billion Five Hundred Million (3,500,000,000) shares of Common Stock with one cent ($.01) par value and One Hundred Sixty-Five Million (165,000,000) shares of Preferred Stock without par value.

A. COMMON STOCK

Each share of Common Stock shall be equal to every other share of Common Stock in every respect. Subject to any exclusive voting rights which may vest in holders of Preferred Stock under the provisions of any series of the Preferred Stock established by the Board of Directors pursuant to authority herein provided, the shares of Common Stock shall entitle the holders thereof to one vote for each share upon all matters upon which stockholders have the right to vote.

B. PREFERRED STOCK

(1) Preferred Stock may be issued from time to time in one or more series, each of such series to have such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as are stated and expressed in this Article and in the resolution or resolutions providing for the issuance of such series adopted by the Board of Directors as hereinafter provided.

(2) Authority is hereby expressly granted to the Board of Directors subject to the provisions of this Article to authorize the issuance of one or more series of Preferred Stock and, with respect to each series, to fix by resolution or resolutions providing for the issuance of such series:

(a) The number of shares to constitute such series and the distinctive designations thereof;

(b) The dividend rate or rates to which such shares shall be entitled and the restrictions, limitations and conditions upon the payment of such dividends, whether dividends shall be cumulative or noncumulative and, if cumulative, the date or dates from which dividends shall accumulate, the dates on which dividends, if declared, shall be payable, and the preferences or relations to the dividends payable on any other series of Preferred Stock;

(c) Whether or not all or any part of the shares of such series shall be redeemable, and if so, the limitations and restrictions with respect to such redemptions, the manner of selecting shares of such series for redemption if less than all shares are to be redeemed, and the amount, if any, in addition to any accrued dividends thereon, which the holder of shares of such series shall be entitled to receive upon the redemption thereof, which amount may vary at different redemption dates and may be different with respect to shares redeemed through the operation of any retirement or sinking fund and with respect to shares otherwise redeemed;

(d) The amount in addition to any accrued dividends thereon which the holders of shares of such series shall be entitled to receive upon the voluntary or involuntary liquidation, dissolution or winding up of the Corporation, which amount may vary depending on whether such liquidation, dissolution or winding up is voluntary or involuntary and, if voluntary, may vary at different dates;

(e) Whether or not the shares of such series shall be subject to the operation of a purchase, retirement or sinking fund, and, if so, whether such purchase, retirement or sinking fund shall be cumulative or non-cumulative, the extent and the manner in which such fund shall be applied to the purchase or redemption of the shares of such series for retirement or to other corporate purposes and the terms and provisions relative to the operation thereof;

(f) Whether or not the shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes, or of any other series of the same class, and if so convertible or exchangeable, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same;

(g) The voting powers, if any, of such series in addition to the voting powers provided by law; except that such powers shall not include the right to have more than one vote per share;

(h) Any other preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof as shall not be inconsistent with law or with this Article.

Notwithstanding the fixing of the number of shares constituting a particular series upon the issuance thereof, the Board of Directors may at any time thereafter authorize the issuance of additional shares of the same series, or decrease the number of shares constituting such series (but not below the number of shares of such series then outstanding).

(3) All shares of any one series of Preferred Stock shall be identical with all other shares of the same series except that shares of any one series issued at different times may differ as to the dates from which dividends thereon shall be cumulative; and all series shall rank equally and be identical in all respects, except as permitted by the foregoing provisions of paragraph B. (2).

(4) (a) The holders of Preferred Stock shall be entitled to receive cash dividends when and as declared by the Board of Directors at such rate per share per annum, cumulatively if so provided, and with such preferences, as shall have been fixed by the Board of Directors, before any dividends shall be paid upon or declared and set apart for the Common Stock or any other class of stock ranking junior to the Preferred Stock, and such dividends on each series of the Preferred Stock shall cumulate, if at all, from and after the dates fixed by the Board of Directors with respect to such cumulation. Accrued dividends shall bear no interest.

(b) If dividends on the Preferred Stock are not declared in full then dividends shall be declared ratably on all shares of stock of each series of equal preference in proportion to the respective unpaid cumulative dividends, if any, to the end of the then current dividend period. No ratable distribution shall be declared or set apart for payment with respect to any series until accumulated dividends in arrears in full have been declared and paid on any series senior in preference.

(c) Unless dividends on all outstanding shares of series of the Preferred Stock having cumulative dividend rights shall have been fully paid for all past dividend periods, and unless all required sinking fund payments, if any, shall have been made or provided for, no dividend (except a dividend payable in Common Stock or in any other class of stock ranking junior to the Preferred Stock) shall be paid upon or declared and set apart for the Common Stock or any other class of stock ranking junior to the Preferred Stock.

(d) Subject to the foregoing provisions, the Board of Directors may declare and pay dividends on the Common Stock and on any class of stock ranking junior to the Preferred Stock, to the extent permitted by law. After full dividends for the current dividend period, and, in the case of Preferred Stock having cumulative dividend rights after all prior dividends have been paid or declared and set apart for payment, the holders of the Common Stock shall be entitled, to the exclusion of the holders of the Preferred Stock, to all further dividends declared and paid in such current dividend period.

(5) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any payment or distribution of the assets of the Corporation shall be made to or set apart for the holders of shares of any class or classes of stock of the Corporation ranking junior to the Preferred Stock, the holders of the shares of each series of the Preferred Stock shall be entitled to receive payment of the amount per share fixed in the resolution or resolutions adopted by the Board of Directors providing for the issuance of the shares of such series, plus an amount equal to all dividends accrued thereon to the date of final distribution to such holders; but they shall be entitled to no further payment. If, upon any liquidation, dissolution or winding up of the Corporation, the assets of the Corporation, or proceeds thereof, distributable among the holders of the shares of the Preferred Stock shall be insufficient to pay in full the preferential amount aforesaid, then such assets, or the proceeds thereof, shall be distributed among such holders ratably in accordance with the respective amount which would be payable on such shares if all amounts payable thereon were paid in full. For the purposes of this paragraph B. (5), the sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property or assets of the Corporation or a consolidation or merger of the Corporation with one or more corporations shall not be deemed to be a dissolution, liquidation or winding up, voluntary or involuntary.

(6) Shares of any series of Preferred Stock which have been issued and reacquired in any manner by the Company (excluding shares purchased and retired, whether through the operation of a retirement or sinking fund or otherwise, and shares which, if convertible or exchangeable, have been converted into or exchanged for shares of stock of any other class or classes) shall have the status of authorized and unissued shares of Preferred Stock and may be reissued as a part of the series of which they were originally a part or may be reclassified and reissued as part of a new series of Preferred Stock or as part of any other series of Preferred Stock, all subject to the conditions or restrictions on issuance fixed by the Board of Directors with respect to the shares of any other series of Preferred Stock.

(7) Except as otherwise specifically provided herein or in the authorizing resolutions, none of the shares of any series of Preferred Stock shall be entitled to any voting rights and the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes. So long as any shares of any series of Preferred Stock are outstanding, the Corporation shall not, without the consent of the holders of a majority of the then outstanding shares of Preferred Stock, irrespective of series, either expressed in writing (to the extent permitted by law) or by their affirmative vote at a meeting called for that purpose: (i) adopt any amendment to this Restated Certificate of Incorporation or take any other action which in any material respect adversely affects any preference, power, special right, or other term of the Preferred Stock or the holders thereof, (ii) create or issue any class of stock entitled to any preference over the Preferred Stock as to the payment of dividends, or the distribution of capital assets, (iii) increase the aggregate number of shares constituting the authorized Preferred Stock or (iv) create or issue any other class of stock entitled to any preference on a parity with the Preferred Stock as to the payment of dividends or the distribution of capital assets.

(8) If in any case the amounts payable with respect to any obligations to retire shares of the Preferred Stock are not paid in full in the case of all series with respect to which such obligations exist, the number of shares of each of such series to be retired pursuant to any such obligations shall be in proportion to the respective amounts which would be payable on account of such obligations if all amounts payable in respect of such series were discharged in full.

(9) The shares of Preferred Stock may be issued by the Corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors. Any and all shares for which the consideration so fixed shall have been paid or delivered shall be deemed fully paid and nonassessable.

(10) For the purpose of the provisions of this Article dealing with Preferred Stock or of any resolution of the Board of Directors providing for the issuance of any series of Preferred Stock or of any certificate filed with the Secretary of State of the State of Delaware pursuant to any such resolution (unless otherwise provided in any such resolution or certificate):

(a) The term "outstanding", when used in reference to shares of stock, shall mean issued shares, excluding shares held by the Corporation and shares called for redemption, funds for the redemption of which shall have been set aside or deposited in trust;

(b) The amount of dividends "accrued" on any share of Preferred Stock as at any dividend date shall be deemed to be the amount of any unpaid dividends accumulated thereon to and including such dividend date, whether or not earned or declared, and the amount of dividends "accrued" on any share of Preferred Stock as at any date other than a dividend date shall be calculated as the amount of any unpaid dividends accumulated thereon to and including the last preceding dividend date, whether or not earned or declared, plus an amount equivalent to interest on the involuntary liquidation value of such share at the annual dividend rate fixed for the shares of such series for the period after such last preceding dividend date to and including the date as of which the calculation is made;

(c) The term "class or classes of stock of the corporation ranking junior to the Preferred Stock" shall mean the Common Stock of the Corporation and any other class or classes of stock of the Corporation hereafter authorized which shall rank junior to the Preferred Stock as to dividends or upon liquidation.

C. PROVISIONS APPLICABLE TO ALL CAPITAL STOCK

No holder of any share or shares of any class of stock of the Corporation shall have any preemptive or preferential right to subscribe for or purchase any shares of stock of any class of the Corporation now or hereafter authorized or any securities convertible into or carrying any rights to purchase any shares of stock of any class of the Corporation now or hereafter authorized, other than such rights, if any, as the Board of Directors in its discretion from time to time may grant, and at such prices and upon such other terms and conditions as the Board of Directors in its discretion may fix.

FIFTH: The minimum amount of capital with which the Corporation will commence business is One Thousand Dollars ($1,000).

SIXTH: The Corporation is to have perpetual existence.

SEVENTH: The private property of the stockholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

EIGHTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware the Board of Directors is expressly authorized and empowered:

(a) In the manner provided in the by-laws of the Corporation to make, alter, amend and repeal the by-laws of the Corporation in any respect not inconsistent with the laws of the State of Delaware or with the Restated Certificate of Incorporation of the Corporation;

(b) By a resolution or resolutions passed by a majority of the whole Board, to designate one or more committees, each committee to consist of two or more of the directors of the Corporation which, to the extent provided in said resolution or resolutions or in the by-laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may have power to authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors;

(c) Subject to any applicable provisions of the by-laws of the Corporation then in effect, to determine from time to time, whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Corporation, or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by the laws of the State of Delaware, unless and until authorized so to do by resolution of the Board of Directors or of the stockholders of the Corporation;

(d) To fix from time to time the amount of the surplus or profits of the Corporation to be reserved as working capital or for any other lawful purpose;

(e) Without any action by the stockholders, to authorize the borrowing of moneys for any of the purposes of the Corporation and, from time to time without limit as to amount, to authorize and cause the making, execution, issuance, sale or other disposition of promissory notes, drafts, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and the securing of the same by mortgage, pledge, deed of trust or otherwise.

In addition to the powers and authorities hereinbefore or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised, or done by the Corporation, subject, nevertheless, to the provisions of the laws of the State of Delaware, this Restated Certificate of Incorporation and the by-laws of the Corporation.

Any contract, transaction or act of the Corporation or of the directors or of any committee, which shall be ratified by the holders of a majority of the shares of stock of the Corporation present in person or by proxy and voting at any annual meeting, or at any special meeting called for such purpose, shall, insofar as permitted by law or by this Restated Certificate of Incorporation, be as valid and as binding as though ratified by every stockholder of the Corporation.

The Corporation may enter into contracts or transact business with one or more of its directors, or with any firm of which one or more of its directors are members or with any trust, firm, corporation or association in which any one or more of its directors is a stockholder, director or officer or otherwise interested, and any such contract or transaction shall not be invalidated in the absence of fraud because such director or directors have or may have interests therein which are or might be adverse to the interest of the Corporation, even though the presence and/or vote of the director or directors having such adverse interest shall have been necessary to constitute a quorum and/or to obligate the Corporation upon such contract or transaction, provided that such interests shall have been disclosed to the other directors and a majority of the directors voting shall have approved such contract or transaction; and no director having such adverse interest shall be liable to this Corporation or to any stockholder or creditor thereof, or to any other person for any loss incurred by it under or by reason of any such contract or transaction; nor shall any such director or directors be accountable for any gains or profits realized thereon.

The Corporation shall have power to indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against liabilities and expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or officers or a director or officer of the Corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any by-law, agreement, vote of stockholders or otherwise.

NINTH: Meetings of stockholders may be held outside the State of Delaware, if the by-laws so provide. The books of the Corporation may be kept (subject to the laws of the State of Delaware) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the by-laws of the Corporation.

Elections of directors need not be by ballot unless the by-laws of the Corporation shall so provide.

TENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Restated Certificate of Incorporation, to the extent and in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ELEVENTH: It is hereby declared to be a proper corporate purpose, reasonably calculated to benefit stockholders, for the Board of Directors to base the response of the Corporation to any "Acquisition Proposal" on the Board of Directors' evaluation of what is in the best interests of the Corporation and for the Board of Directors, in evaluating what is in the best interests of the Corporation, to consider:

(i) the best interest of the stockholders; for this purpose the Board shall consider, among other factors, not only the consideration being offered in the Acquisition Proposal, in relation to the then current market price, but also in relation to the then current value of the Corporation in a freely negotiated transaction and in relation to the Board of Directors' then estimate of the future value of the Corporation as an independent entity; and

(ii) such other factors as the Board of Directors determines to be relevant, including, among other factors, the social, legal and economic effects upon franchisees, employees, suppliers, customers and business.

"Acquisition Proposal" means any proposal of any person (a) for a tender offer or exchange offer for any equity security of the Corporation, (b) to merge or consolidate the Corporation with another corporation, or (c) to purchase or otherwise acquire all or substantially all of the properties and assets of the Corporation.

TWELFTH: Board of Directors.

(a) Number, Election and Terms. The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors consisting of not less than 11 nor more than 24 persons. The exact number of directors within the minimum and maximum limitations specified in the preceding sentence shall be fixed from time to time by the Board of Directors pursuant to a resolution adopted by a majority of the entire Board of Directors.

The directors, other than directors elected separately as a class by the holders of any one or more series of Preferred Stock, shall be and are divided into classes, with the terms of the classes elected at the annual meetings of stockholders held in 2010, 2011 and 2012, respectively, expiring at the third annual meeting of stockholders held after the election of such class of directors; provided that such division shall terminate at the third annual meeting of stockholders held after the 2012 annual meeting of stockholders. Notwithstanding the preceding sentence, but subject to the rights of the holders of any one or more series of Preferred Stock to elect directors separately as a class, each director elected by the stockholders after the 2012 annual meeting of stockholders shall serve for a term expiring at the first annual meeting of stockholders held after such director's election.

(b) Newly Created Directorships and Vacancies. Subject to the rights of the holders of any one or more series of Preferred Stock then outstanding, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause shall be filled by a majority vote of the directors then in office. Directors so chosen shall hold office for a term expiring at the annual meeting of stockholders at which the term of the class to which they have been elected expires or, following the termination of the division of directors into three classes, directors so chosen shall hold office for a term expiring at the next annual meeting of stockholders held after their election as directors. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

(c) Removal. Subject to the rights of the holders of any one or more series of Preferred Stock to elect additional directors under specific circumstances, (i) any director serving in a class of directors elected for a term expiring at the third annual meeting of stockholders following the election of such class shall be removable only for cause, and all other directors shall be removable either with or without cause, and (ii) the removal of any director, whether with or without cause, shall require the affirmative vote of the holders of a majority of the voting power of the capital stock of the Corporation outstanding and entitled to vote thereon.

THIRTEENTH: Stockholder Action. Any action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called annual or special meeting of stockholders of the Corporation and may not be effected by any consent in writing by such stockholders. Special meetings of stockholders of the Corporation may be called only by the Board of Directors pursuant to a resolution approved by a majority of the Board of Directors or by the Secretary of the Corporation at the written request of stockholders who have, or who are acting on behalf of beneficial owners who have, an aggregate “net long position” of not less than 25% of the outstanding shares of Common Stock as of the record date fixed in accordance with the By-Laws (as amended from time to time) to determine who may deliver a written request to call such special meeting; provided that each such stockholder, or beneficial owner directing such stockholder, must have held such “net long position” included in such aggregate amount continuously for the one-year period ending on such record date and must continue to hold such “net long position” through the date of the conclusion of the special meeting. “Net long position” shall be determined with respect to each stockholder requesting a special meeting and each beneficial owner who is directing a stockholder to act on such owner’s behalf (each stockholder and owner, a “party”) in accordance with the definition thereof set forth in Rule 14e-4 under the Securities Exchange Act of 1934, as amended from time to time, provided that (x) for purposes of such definition, in determining such party’s “short position,” the reference in Rule 14e-4 to “the date that a tender offer is first publicly announced or otherwise made known by the bidder to holders of the security to be acquired” shall be the record date fixed to determine the stockholders entitled to deliver a written request for a special meeting, and the reference to the “highest tender offer price or stated amount of the consideration offered for the subject security” shall refer to the closing sales price of the Corporation’s Common Stock on the New York Stock Exchange (or such other securities exchange designated by the Board of Directors if the Common Stock is not listed for trading on the New York Stock Exchange) on such record date (or, if such date is not a trading day, the next succeeding trading day) and (y) the net long position of such party shall be reduced by the number of shares as to which the Board of Directors determines that such party does not, or will not, have the right to vote or direct the vote at the special meeting or as to which the Board of Directors determines that such party has entered into any derivative or other agreement, arrangement or understanding that hedges or transfers, in whole or in part, directly or indirectly, any of the economic consequences of ownership of such shares.

The foregoing provisions of this Article Thirteenth (other than the first sentence of this Article Thirteenth) shall be subject to the provisions of the By-Laws (as amended from time to time) that limit the ability to make a request for a special meeting and that specify the circumstances pursuant to which a request for a special meeting will be deemed to be revoked. The Board of Directors shall have the authority to interpret the provisions of this Article Thirteenth and the By-Laws relating to special meetings of stockholders and to determine whether a party has complied with such provisions. Each such interpretation and determination shall be set forth in a written resolution filed with the Secretary of the Corporation and shall be binding on the Corporation and its stockholders.

FOURTEENTH: Elimination of Certain Liability of Directors. To the fullest extent that the general corporate law of the State of Delaware, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, no director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. No amendment to or repeal of this Article Fourteenth shall apply to or have any effect on liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

IN WITNESS WHEREOF, this Restated Certificate of Incorporation, which only restates and integrates and does not further amend the provisions of the Restated Certificate of Incorporation of McDonald’s Corporation, as heretofore amended or supplemented, there being no discrepancy between such Restated Certificate of Incorporation, as so amended and supplemented, and the provisions hereof, and having been duly adopted in accordance with Section 245 of the Delaware General Corporation Law, has been executed by its duly authorized officer on the date set forth below.

McDONALD’S CORPORATION

By: /s/ Gloria Santona
Gloria Santona
Corporate Executive Vice President,
General Counsel and Secretary

Date: June 14, 2012

Exhibit 10(n)

In recognition of his responsibilities as non-executive Chairman and upon the recommendation of the Governance Committee of the Board of Directors (“Board”) of McDonald’s Corporation (the “Company”), the Compensation Committee of the Board awarded Andrew J. McKenna a grant of 9,474 restricted stock units (“RSUs”) on June 14, 2012. Each RSU represents the right to receive, on the settlement date, one share of the Company’s common stock or, at the Company’s discretion, cash equal to the fair market value thereof. The RSUs will be settled on the later of (i) one year from the date of grant or (ii) Mr. McKenna’s retirement from the Board. The RSUs will immediately be settled upon Mr. McKenna’s death or if his service on the Board terminates because he becomes disabled.

Mr. McKenna also received previous grants of RSUs, on the same terms as described herein, as follows: 10,434 RSUs in 2011, 12,453 RSUs in 2010, 14,388 RSUs in 2009, 14,222 RSUs in 2008, 17,000 RSUs in 2007, 15,000 RSUs in 2006 and 10,000 RSUs in 2005. The prior grants are disclosed in Exhibit 10(o) to Form 10-Q filed with the Securities and Exchange Commission (“SEC”) on August 5, 2011; Exhibit 10(p) to Form 10-Q filed with the SEC on August 5, 2010; Exhibit 10(q) to Forms 10-Q filed with the SEC on August 6, 2009, August 6, 2008 and August 6, 2007, respectively, and on Forms 8-K filed with the SEC on May 31, 2006 and May 16, 2005, respectively.

Exhibit 12. Computation of Ratios

Ratio of Earnings to Fixed Charges

Dollars in millions

	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011	Years Ended December 31, 2011	2010	2009	2008	2007
Earnings available for fixed charges							
- Income from continuing operations before provision for Income taxes and cumulative effect of accounting changes	$3,857.5	$3,765.3	$8,012.2	$7,000.3	$6,487.0	$6,158.0	$3,572.1(1)
- Noncontrolling interest expense in operating results of majority-owned subsidiaries, including fixed charges related to redeemable preferred stock, less equity in undistributed operating results of less than 50%-owned affiliates	5.2	5.7	13.3	10.4	7.5	10.7	7.2
- Income tax provision (benefit) of 50%- owned affiliates included in income from continuing operations before provision for income taxes	34.5	33.3	65.5	28.7	47.7	30.0	22.4
- Portion of rent charges (after reduction for rental income from subleased properties) considered to be representative of interest factors*	176.1	167.6	339.4	315.4	302.8	321.3	312.8
- Interest expense, amortization of debt discount and issuance costs, and depreciation of capitalized interest*	274.7	256.1	520.5	479.1	504.5	556.8	442.7
	$4,348.0	$4,228.0	$8,950.9	$7,833.9	$7,349.5	$7,076.8	$4,357.2
Fixed charges							
- Portion of rent charges (after reduction for rental income from subleased properties) considered to be representative of interest factors*	$ 176.1	$ 167.6	$ 339.4	$ 315.4	$ 302.8	$ 321.3	$ 312.8
- Interest expense, amortization of debt discount and issuance costs, and fixed charges related to redeemable preferred stock*	268.8	247.4	503.0	461.5	486.9	539.7	425.9
- Capitalized interest*	6.8	6.4	14.0	12.0	11.9	12.5	7.0
	$ 451.7	$ 421.4	$ 856.4	$ 788.9	$ 801.6	$ 873.5	$ 745.7
Ratio of earnings to fixed charges	9.63	10.03	10.45	9.93	9.17	8.10	5.84

* Includes amounts of the Company and its majority-owned subsidiaries, and one-half of the amounts of 50%-owned affiliates. The Company records interest expense on unrecognized tax benefits in the provision for income taxes. This interest is not included in the computation of fixed charges.

(1) Includes pretax charges of $1.7 billion primarily related to impairment in connection with the Company's sale of its Latin American businesses to a developmental licensee.

Exhibit 31.1.

Rule 13a-14(a) Certification of Chief Executive Officer

I, Donald Thompson, certify that:

(1) I have reviewed this quarterly report on Form 10-Q of McDonald's Corporation;

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

(3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

(4) The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

(5) The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 6, 2012

/s/ Donald Thompson
Donald Thompson
President and Chief Executive Officer

Exhibit 31.2.

Rule 13a-14(a) Certification of Chief Financial Officer

I, Peter J. Bensen, certify that:

(1) I have reviewed this quarterly report on Form 10-Q of McDonald's Corporation;

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

(3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

(4) The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

(5) The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 6, 2012

/s/ Peter J. Bensen

Peter J. Bensen

Corporate Executive Vice President and

Chief Financial Officer

Exhibit 32.1.

Certification pursuant to 18 U.S.C. Section 1350 by the Chief Executive Officer, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), the undersigned officer of McDonald's Corporation (the "Company"), does hereby certify, to such officer's knowledge, that the Quarterly Report on Form 10-Q for the quarter ended June 30, 2012 of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 6, 2012

/s/ Donald Thompson
Donald Thompson
President and Chief Executive Officer

Exhibit 32.2.

Certification pursuant to 18 U.S.C. Section 1350 by the Chief Financial Officer, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), the undersigned officer of McDonald's Corporation (the "Company"), does hereby certify, to such officer's knowledge, that the Quarterly Report on Form 10-Q for the quarter ended June 30, 2012 of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 6, 2012

/s/ Peter J. Bensen

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