

MCDONALDS CORP  
Form 424B2  
February 06, 2004

Filed Pursuant to Rule 424(b)(2)

Registration No. 333-92212

**PRICING SUPPLEMENT NO. 4, DATED FEBRUARY 3, 2004**

(To Prospectus, dated July 22, 2002 and  
Prospectus Supplement, dated August 6, 2002)

U.S.\$1,975,000,000

**McDONALD S CORPORATION**

Medium-Term Notes, Series H

(Fixed Rate Notes)

Due from 1 Year to 60 Years from Date of Issue

The following description of the terms of the Notes offered hereby supplements, and, to the extent  
inconsistent therewith, replaces, the descriptions included in the Prospectus and  
Prospectus Supplement referred to above, to which descriptions reference is hereby made.

Principal Amount:	U.S.\$50,000,000
Issue Price:	99.580% of the Principal Amount of the Notes
Original Issue Date:	February 6, 2004
Stated Maturity:	February 15, 2015
Interest Rate:	5.000% per annum
Interest Payment Dates: (Applicable only if other than February 15 and August 15 of each year)	February 15 and August 15 of each year, commencing August 15, 2004
Regular Record Dates: (Applicable only if other than February 1 and August 1 of each year)	January 15 and July 15 of each year, as the case may be
Form:	<input checked="" type="checkbox"/> Book-Entry <input type="checkbox"/> Certificated

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Specified Currency:  
(If other than U.S. dollars)

Option to Receive Payments in Specified Currency: " Yes " No  
(Applicable only if Specified Currency is other than U.S. dollars and if Note is not in Book Entry form)

Authorized Denominations:  
(Applicable only if other than U.S.\$1,000 and increments of U.S.\$1,000 or if Specified Currency is other than U.S. dollars)

Method of Payment of Principal:  
(Applicable only if other than immediately available funds)

Optional Redemption: " The Notes cannot be redeemed prior to Stated Maturity.

The Notes can be redeemed in whole or in part at any time prior to Stated Maturity at the option of McDonald's Corporation (the Company) as set forth below.

Optional Redemption Dates:

The Notes will be redeemable, in whole or in part and at the Company's option, semi-annually on each February 15 or August 15, commencing on February 15, 2006, upon not less than 30 nor more than 60 days' notice.

Redemption Prices:

The Redemption Price shall initially be % of the principal amount of the Note to be redeemed and shall decline at each anniversary of the initial Optional Redemption Date by % of the principal amount to be redeemed until the Redemption Price is 100% of such principal amount; provided, however, that in the case of an Original Issue Discount Note, the Redemption Price shall be the Amortized Face Amount of the principal amount to be redeemed.

Other: The Redemption Price shall be equal to 100% of the principal amount of the Notes.

Sinking Fund:

The Notes are not subject to a Sinking Fund.

The Notes are subject to a Sinking Fund.

Sinking Fund Dates:

Sinking Fund Amounts:

Amortizing Note:

Yes  No

Amortization Schedule:

Optional Repayment:

Yes  No

Optional Repayment Dates:

Optional Repayment Prices:

Original Issue Discount Note:

Yes  No

Total Amount of OID:

Yield to Stated Maturity:

Initial Accrual Period OID:

Calculation Agent (if other than Principal Paying Agent):

Net proceeds to Company (if sale to Agent(s), as principal(s)): 99.580% of the Principal Amount of the Notes

Agents' Capacity:

Agent  Principal

Citigroup Global Markets Inc. has purchased the Notes as principal in this transaction for resale to one or more investors or other purchasers at varying prices related to prevailing market conditions at the time or times of resale as determined by Citigroup Global Markets Inc.



Agents: Citigroup  
Banc One Capital Markets, Inc.  
BNP Paribas

CUSIP: 58013MDW1

The Agents have agreed to reimburse the issuer for certain expenses incurred in connection with the offering.

Plan of Distribution:

<u>Agents</u>	<u>Principal Amount</u>
Citigroup Global Markets Inc.	\$ 47,500,000
Banc One Capital Markets, Inc.	1,250,000
BNP Paribas Securities Corp.	1,250,000
<b>Total:</b>	<b>\$ 50,000,000</b>

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