

Edgar Filing: MCDONALDS CORP - Form 424B2

MCDONALDS CORP
Form 424B2
August 14, 2002

Filed Pursuant to Rule 424(b) (2)
Registration No. 333-92212

PRICING SUPPLEMENT NO. 1, DATED AUGUST 12, 2002

(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.\$200,000,000

Issue Price: 99.685% of the Principal Amount of the Notes

Original Issue Date: August 15, 2002

Stated Maturity: August 15, 2007

Interest Rate: 3.875% per annum

Interest Payment Dates:
(Applicable only if other than February 15 and August 15 of each year)

Regular Record Dates:
(Applicable only if other than February 1 and August 1 of each year)

Form: Book-Entry Certificated

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)

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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:

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:

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):

Agents' discount or commission: .350% of the principal amount of the Notes

Net proceeds to Company (if sale to Agents, as principals): 99.335% of the Principal Amount of the Notes

Agents' Capacity: Agent Principal

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Agents: Barclays Capital
SG Cowen
Westdeutsche Landesbank Girozentrale, London Branch

CUSIP: 58013MDT8

Plan of Distribution:

Agents -----	Principal Amount -----
Barclays Capital Inc.	\$190,000,000
SG Cowen Securities Corporation	5,000,000
Westdeutsche Landesbank Girozentrale, London Branch	5,000,000

Total:	\$200,000,000 =====