

Mondelez International, Inc.
Form 4
May 13, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kehoe James

2. Issuer Name and Ticker or Trading Symbol
Mondelez International, Inc.
[MDLZ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/09/2014

____ Director
 Officer (give title below) _____ Other (specify below)
SVP, Operating Excellence

C/O MONDELEZ INTERNATIONAL, INC., THREE PARKWAY NORTH
(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

DEERFIELD, IL 60015

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or (D) Price | | |
| Class A Common Stock | 05/09/2014 | | M | | 25,400 (1) | A | \$ 15.472 112,907 D |
| Class A Common Stock | 05/09/2014 | | F | | 17,453 (1) | D | \$ 37.691 95,454 D |
| Class A Common Stock | 05/09/2014 | | M | | 29,880 (2) | A | \$ 19.076 125,334 D |

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| | | | | | | | | |
|----------------------------|------------|---|----------------------|---|--------------|------------------|---|-------------------|
| Class A Common Stock | 05/09/2014 | F | 22,111 <u>(2)</u> | D | \$ 37.691 | 103,223 | D | |
| Class A Common Stock | 05/09/2014 | S | 142 <u>(2)</u> | D | \$ 37.691 | 103,081 | D | |
| Units | | | | | | 4,460 <u>(3)</u> | I | by 401(k) plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|---|--|---|---|--------------------------------------|--|--|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Stock Option (Right to Buy) | \$ 15.472 | 05/09/2014 | | M | 25,400 <u>(1)</u> | <u>(1)</u> 11/01/2014 | Class A Common Stock | 25,400 |
| Stock Option (Right to Buy) | \$ 19.076 | 05/09/2014 | | M | 29,880 <u>(2)</u> | <u>(2)</u> 11/01/2014 | Class A Common Stock | 29,880 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kehoe James C/O MONDELEZ INTERNATIONAL, INC. THREE PARKWAY NORTH DEERFIELD, IL 60015 | | | SVP, Operating Excellence | |

Signatures

/s/ Jenny L. Lauth, by Power of
Attorney

05/13/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This Form 4 is being filed to report the exercise of stock options that became 100% exercisable on February 17, 2012 and expire on November 1, 2014, and to report the surrender of securities in payment of the exercise price, taxes and fees.

(2) This Form 4 is being filed to report the exercise of stock options that became 100% exercisable on February 22, 2013 and expire on November 1, 2014 and to report the surrender of securities in payment of the exercise price, taxes and fees and the sale of additional securities withheld in connection with estimate of taxes due at time of exercise.

(3) Units represent interests in the Mondelez International Stock Fund, which are payable in cash. The Reporting Person's interests in the Mondelez International Stock Fund fluctuate with the fund's performance. Amounts are based on information available as of April 30, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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