

Mondelez International, Inc.

Form 4

June 09, 2014

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kehoe James

(Last) (First) (Middle)

C/O MONDELEZ
INTERNATIONAL, INC., THREE
PARKWAY NORTH

(Street)

DEERFIELD, IL 60015

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/06/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SVP, Operating Excellence

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

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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|--|
| Class A Common Stock | 06/06/2014 | | M | 16,960 (1) | A \$ 19.3 121,268 (4) | D | |
| Class A Common Stock | 06/06/2014 | | S | 16,960 | D \$ 38.156 104,308 (5) | D | |
| Class A Common Stock | 06/06/2014 | | M | 18,044 (2) | A \$ 20.83 122,352 | D | |

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| | | | | | | | |
|----------------------------|------------|---|---------------|---|---------------------|---------|---|
| Class A Common Stock | 06/06/2014 | F | 13,721 (2) | D | \$ 38.27 | 108,631 | D |
| Class A Common Stock | 06/06/2014 | M | 7,817 (3) | A | \$ 24.87 | 116,448 | D |
| Class A Common Stock | 06/06/2014 | S | 7,817 | D | \$ 38.156 (5) | 108,631 | D |

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

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SEC 1474
(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) | \$ 19.3 | 06/06/2014 | | M | 16,960 (1) | (1) | 11/01/2014 | Class A Common Stock | | 16,960 |
| Stock Option (right to buy) | \$ 20.83 | 06/06/2014 | | M | 18,044 | (2) | 11/01/2014 | Class A Common Stock | | 18,044 |
| Stock Option (right to buy) | \$ 24.87 | 06/06/2014 | | M | 7,817 (3) | (3) | 11/01/2014 | Class A Common Stock | | 7,817 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

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

06/09/2014

__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 4, 2011 and expire on November 1, 2014.
- (2) This Form 4 is being filed to report the exercise of stock options that became 100% exercisable on February 25, 2013 and expire on November 1, 2014, and to report the surrender of securities in payment of the exercise price and taxes.
- (3) This Form 4 is being filed to report the exercise of stock options that became 100% exercisable on February 23, 2013 and expire on November 1, 2014.
- (4) Includes 1,227 shares previously held through the Reporting Person's 401(k) account, which were distributed to the Reporting Person on May 16, 2014 and are now owned directly.
- (5) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.14 to \$38.175, inclusive. The reporting person undertakes to provide to Mondelez International, Inc., any security holder of Mondelez International, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (5) to this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.