

Mondelez International, Inc.  
 Form 4  
 June 09, 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

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Class A Common Stock            | 06/06/2014                           |  | M                              |   | 16,960 <sup>(1)</sup>   | A  | \$ 19.3 121,268 <sup>(4)</sup> D                      |
| Class A Common Stock            | 06/06/2014                           |  | S                              |   | 16,960  | D  | \$ 38.156 104,308 <sup>(5)</sup> D                    |
| Class A Common Stock            | 06/06/2014                           |  | M                              |   | 18,044 <sup>(2)</sup>   | A  | \$ 20.83 122,352 D                                    |

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

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

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

## 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

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.  
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.
- (5)

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.