

Mondelez International, Inc.  
 Form 4  
 February 20, 2015

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

OMB APPROVAL

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**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 \*  
 BREARTON DAVID A

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)  
 MONDELEZ INTERNATIONAL,  
 INC., THREE PARKWAY NORTH  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/18/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP, Strategic Initiatives

DEERFIELD, IL 60015

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Class A Common Stock            | 02/18/2015                           |  | A                              | 56,495 <sup>(1)</sup>   | A \$ 0  | 112,055  | D   |
| Class A Common Stock            | 02/18/2015                           |  | F                              | 21,893 <sup>(2)</sup>   | D \$ 36.94  | 90,162   | D   |
| Class A Common Stock            |                                      |  |                                |   |   | 200,229 <sup>(3)</sup>                                   | I by Revocable Trust                                  |
| Class A Common Stock            |                                      |  |                                |   |   | 12,571 <sup>(4)</sup>                                    | I by 401(k)   |

Common  
Stock

Plan

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 Options (right to buy)               | \$ 36.94   | 02/18/2015                           |  | A                              | 74,450  | <sup>(5)</sup> 02/18/2025                                | Class A Common Stock  | 74,450                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| BREARTON DAVID A<br>MONDELEZ INTERNATIONAL, INC.<br>THREE PARKWAY NORTH<br>DEERFIELD, IL 60015 |               |           | EVP, Strategic Initiatives |       |

## Signatures

/s/ Jenny L. Lauth by Power of Attorney  
02/20/2015

\*\*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) Shares of common stock received upon vesting of performance share units granted under the Issuer's Amended and Restated 2005 Performance Incentive Plan.

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- (2) Withholding of shares of common stock to satisfy tax withholding obligations in connection with the vesting of performance share units.
- (3) Since the date of Mr. Brearton's last ownership report, he transferred 15,368 shares of Mondelez International common stock from a directly owned account to a revocable trust account.  
  
Shares represent interests in the Mondelez International Stock Fund, which are payable in cash. The reporting person's interests in the
- (4) Mondelez International Stock Fund fluctuate with the fund's performance. The information in this report is based on a plan statement for period ending January 31, 2015.
- (5) Options vest in three annual installments as follows: 33% on February 18, 2016; 33% on February 18, 2017; and 34% on February 18, 2018.

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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