SEC Form 4

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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

Estimated average burden	
hours per response:	0.5

		erson*	2. Issuer Name and Ticker or Trading Symbol <u>Mondelez International, Inc.</u> [MDLZ]		tionship of Reporting Pe all applicable) Director	10% Owner	
,			—	X	Officer (give title	Other (specify	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		below)	below)	
MONDELEZ IN	NTERNATION	AL, INC.	02/22/2018		EVP & Genera	l Counsel	
THREE PARKV	WAY NORTH						
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv	vidual or Joint/Group Filir	ig (Check Applicable	
(Street)				Line)			
DEERFIELD	н	60015		X	Form filed by One Rep	oorting Person	
		61012			Form filed by More that Person	an One Reporting	
(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)			4. Securities A Disposed Of (5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V An		Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150. 4)	
Class A Common Stock	02/22/2018		A		23,882 ⁽¹⁾	A	\$0.00	197,605	D		
Class A Common Stock	02/22/2018		F		7,119 ⁽²⁾	D	\$43.51	190,486	D		

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. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (right to buy)	\$43.51	02/22/2018		A		57,460		(3)	02/22/2028	Class A Common Stock	57,460	\$0.00	57,460	D	

Explanation of Responses:

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

2. Withholding of shares of common stock to satisfy tax withholding obligations in connection with the vesting of performance share units.

3. Options vest in three annual installments as follows: 33% on February 22, 2019; 33% on February 22, 2020; and 34% on February 22, 2021.

Remarks:

/s/ Jenny L. Lauth, by Power of 02/26/2018

<u>Attorney</u>

** Signature of Reporting Person Date

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

 * 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).

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

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 Number.