SEC Form 4
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## 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

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

1. Name and Address of Reporting Person* <u>MAY PETER W</u>				2. Issuer Name <b>a</b> r Mondelez In					Relationship of Rep heck all applicable) X Director	• • •	) to Issuer % Owner		
(Last) 223 SUNSET A	(First) VENUE	(Mir	ddle)	3. Date of Earliest Transaction (Month/Day/Year) 12/07/2021						Officer (give t below)		Other (specify elow)	
SUITE 223 (Street) PALM BEACH FL 33480 (City) (State) (Zip)				4. If Amendment,	Date of	Origir	nal Filed (Mon	th/Day/\	'ear) 6. Lir	Form filed by	roup Filing (Che One Reporting More than One	Person	
		Table I	- Non-Derivat	tive Securities	Acqu	uired	l, Dispose	d of, d	or Beneficia	ally Owned			
1. Title of Security (Instr. 3) Date (Month/Day/Year				2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr.					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Class A Common Stock			12/07/2021		S <sup>(1)</sup>		847,696	D	\$61.7095 <sup>(2</sup>	1,084,028	I	Please see explanation below <sup>(3)(4)</sup>	
												Please see	

Class A Common Stock	12/08/2021	S <sup>(1)</sup>	533,407	D	\$60.6944 <sup>(5)</sup>	560,621	<u>I</u> (3)(4)	Please see explanation below
Class A Common Stock	12/08/2021	S <sup>(1)</sup>	116,593	D	\$60.9607 <sup>(6)</sup>	434,028	I(3)(4)	Please see explanation below
Class A Common Stock						16,156	D	

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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)				n of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		Expiration Date Amo (Month/Day/Year) Secu Unde Deriv Secu		Expiration Date		nd 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Expiration Date Amo (Month/Day/Year) Secu Unde Deriv Secu		Amount of Securities Underlying Derivative Security (Instr.		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														
1. Name and Address of Reporting Person <sup>*</sup> <u>MAY PETER W</u>																									
(Last) (First) (Middle) 223 SUNSET AVENUE SUITE 223																									
(Street) PALM B	BEACH	FL	33480		_																				
(City)		(State)	(Zip)																						
		f Reporting Person <sup>*</sup> MANAGEMI																							
(Last) 280 PAR 41ST FL		(First) E, 41ST FLOOF	(Middle)		_																				

(Street)

NEW YORK	NY	10017
(City)	(State)	(Zip)

## Explanation of Responses:

1. The sales reported in this Form 4 were done for portfolio management purposes.

2. The price shown in Column 4 is a weighted average sale price. The price range for the sale is \$61.50 - \$61.915. The Reporting Persons undertake to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

3. Trian Fund Management, L.P. ("Trian Management") serves as the management company for Trian Partners, L.P., Trian Partners Master Fund, L.P., Trian Partners Parallel Fund I, L.P., Trian Partners Strategic Investment Fund-D, L.P., Trian Partners Strategic Investment Fund-N, L.P., Trian Partners Fund (Sub)-G, L.P., Trian Partners Strategic Fund-G II, L.P. and Trian Partners Strategic Fund-G III, L.P. (collectively, the "Trian Entities") and as such determines the investment and voting decisions of the Trian Entities with respect to the shares of the Issuer held by them. Mr. May is a member of Trian Pandamagement GP, LLC, which is the general partner of Trian Management, and therefore is in a position to determine the investment and voting decisions made by Trian Management on its own behalf and on behalf of the Trian Entities.

4. (FN3, contd.) Accordingly, Mr. May may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934) the shares beneficially owned by Trian Management and the Trian Entities and Trian Management may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Securities Act of 1934) the shares beneficially owned by the Trian Entities. The Reporting Persons disclaim beneficial ownership of such shares except to the extent of their respective pecuniary interests therein and this report shall not be deemed an admission that the Reporting Persons are the beneficial owner of such securities for purposes of Section 16 or for any other purpose. Mr. May is a director of the Issuer.

5. The price shown in Column 4 is a weighted average sale price. The price range for the sale is \$60.04 - \$60.895. The Reporting Persons undertake to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

6. The price shown in Column 4 is a weighted average sale price. The price range for the sale is \$60.90 - \$61.20. The Reporting Persons undertake to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

## Remarks:

Stuart I. Rosen, Attorney-in-<br/>Fact for Peter W. May12/09/2021Stuart I. Rosen, Attorney-in-<br/>Fact for Peter W. May,<br/>member of the general partner<br/>of Trian Fund Management,<br/>L.P.12/09/2021

\*\* Signature of Reporting Person Date

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

 $^{\ast}$  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.