SEC Form 4

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

Estimated average burden hours per response: 0.	OMB Number:	3235-0287
hours per response: 0.	Estimated average burde	n
11	hours per response:	0.5

1	ss of Reporting Perso	n*	2. Issuer Name and Ticker or Trading Symbol <u>Mondelez International, Inc.</u> [MDLZ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
	<u>SIMMONS RUTH J</u>			X	Director	10% Owner		
1	IDELEZ INTERNATIONAL, INC.		3. Date of Earliest Transaction (Month/Day/Year) 05/21/2014		Officer (give title below)	Other (specify below)		
THREE PARKV	THREE PARKWAY NORTH		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	Check Applicable			
(Street)				X	Form filed by One Repor	ting Person		
DEERIFELD	IL	60015			Form filed by More than Person	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)	3. Transaction Code (Instr. 8)		4. Securities A Disposed Of (5)			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	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130.4)
Class A Common Stock	05/21/2014		Α		3,854 ⁽¹⁾	Α	\$ <mark>0</mark>	11,704 ⁽²⁾	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 (I 8)		5. Nur of Deriv Secur Acqui (A) or Dispo of (D) (Instr. and 5	ative rities ired osed . 3, 4	Expiration Da	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		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				

Explanation of Responses:

1. Grant of deferred shares under the Issuer's Amended and Restated 2005 Performance Incentive Plan. The deferred shares are 100% vested, but receipt of the shares is deferred until the six-month anniversary of the reporting person's separation from service as a director of Mondelez International.

2. Total number of shares owned includes 158 shares acquired through a dividend reinvestment program.

Remarks:

Exhibit 24.1 Power of Attorney

/s/ Jenny L. Lauth, by Power of 05/22/2014

** Signature of Reporting Person Date

Attorney

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.

Know all by these presents, that the undersigned hereby constitutes and appoints each of Jonathan W. Harris, Jenny L. Lauth and Carol J. Ward, signing singly, the undersigned's true and lawful attorney-infact to: prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to (1)the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC; execute for and on behalf of the undersigned, in the undersigned's capacity as a director of (2)Mondelez International, Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; do and perform any and all acts for and on behalf of the undersigned which may be necessary (3)or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and take any other action of any type whatsoever in connection with the foregoing which, in the (4)opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion. The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attornevs-in-fact. This Power of Attorney revokes all prior Powers of Attorney relating to reporting under Section 16 of the Securities Exchange Act of 1934 of the Company's securities and shall remain in effect until revoked by a subsequently filed instrument. IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 29th day of January, 2014. /s/ Ruth J. Simmons Signature of Director

Ruth J. Simmons Print Name