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 |
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| 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

| hours per response: | 0.5 |
|--------------------------|-----|
| Estimated average burden | |

| 1. Name and Address of Reporting Person [*] <u>Urdaneta Nelson</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>Mondelez International, Inc.</u> [MDLZ] | | tionship of Reporting Pe all applicable) Director | rson(s) to Issuer 10% Owner |
|--|---------|----------|--|------------|---|--------------------------------|
| (Last) (First) (Middle) | | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | – x | Officer (give title below) | Other (specify below) |
| | · · / | () | 02/22/2018 | | VP, Corporate Cont | roller & CAO |
| C/O MONDELEZ INTERNATIONAL, INC. | | | | | · · · · · · | |
| THREE PARKWAY NORTH | | | | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv | vidual or Joint/Group Filir | ig (Check Applicable |
| (Street) | | | | Line) | | |
| · , | п | 60015 | | X | Form filed by One Rep | oorting Person |
| DEERFIELD | IL | 60015 | _ | | 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) | Transaction Code (Instr. | | 4. Securities / Disposed Of (5) | | | 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) | | (1150. 4) | |
| Class A Common Stock | 02/22/2018 | | A | | 7,410 ⁽¹⁾ | Α | \$0.00 | 36,524 | D | | |
| Class A Common Stock | 02/22/2018 | | F | | 2,164 ⁽²⁾ | D | \$43.51 | 34,360 | 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 Exercisable and Expiration Date (Month/Day/Year) | | 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 | | 10,060 | | (3) | 02/22/2028 | Class A Common Stock | 10,060 | \$0.00 | 10,060 | 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.