FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| OMB APP             | ROVAL     |
|---------------------|-----------|
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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

| Name and Address of Reporting Person* <u>MacQuillan Sandra</u> |   |  |  |                            | 2. Issuer Name <b>and</b> Ticker or Trading Symbol  Mondelez International, Inc. [ MDLZ ] |   |   |               |  |              |                            |                   | heck   | all applic  | able)    | ng Person(s) to Is<br>10% (       |   | - 1  |  |
|--|---|--|--|----------------------------|---|---|---|---------------|--|--------------|----------------------------|-------------------|--|---|----------|-----------------------------------|---|--|--|
| (Last) (First) (Middle)  MONDELEZ INTERNATIONAL, INC.          |   |  |  |                            |   | 3. Date of Earliest Transaction (Month/Day/Year) 02/20/2020 |   |               |  |              |                            |                   |  | X   | below) " |                                   | below) Supply Chain O   |  | ' '  |
| THREE PARKWAY NORTH  (Street)  DEERFIELD IL 60015              |   |  |  | 4.1                        | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                  |   |   |               |  |              |                            |                   | 6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person Form filed by More than One Reporting Person |   |          |                                   |   |  |  |
| (City)   | (S  | tate)                                      | (Zip)  |                            |   |   |   |               |  |              |                            |                   |  |   |          |                                   |   |  |  |
|  |   | Tab  | le I - Noi   | n-Deriv                    | vativ   | e Se  | curities                                | s Acc         | quired,  | Dis          | posed o                    | f, or Be          | neficia  | lly (   | Owned    |                                   |   |  |  |
| 1. Title of Security (Instr. 3)  2. Transa Date (Month/D       |   |  | Day/Year) i  |                            | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year)                               |   | 3.<br>Transaction<br>Code (Instr.<br>8) |               |  |              | ed (A) or<br>str. 3, 4 and | 4 and Se          |  | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported |          | : Direct<br>r Indirect<br>str. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |  |
|  |   |  |  |                            |   |   | Code                                    | v             | Amount   | (A) c<br>(D) | r Price                    |                   | Transact<br>(Instr. 3  | tion(s)   |          |                                   | (1130.4)  |  |  |
| Class A C  | Class A Common Stock 02/20/2020                                       |  |  |                            | 0   |   |   | A             |  | 7,920(       | 1) A                       | \$0.0             | 0  | 15,   | ,770     |                                   | D   |  |  |
| Class A C  | Common St   | ock  |  | 02/20                      | 0/202   | .0  |   |               | F  |              | 2,347(                     | 2) <b>D</b>       | \$59.  | .04 13,423 D  |          |                                   |   |  |  |
|  |   | -  | Table II -   |                            |   |   |   |               |  |              | osed of,<br>onvertil       |                   |  | / O\  | wned     |                                   |   |  |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)            | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Da<br>if any<br>(Month/Day/Y | Date, Transact<br>Code (In |   |   |   | ve<br>es<br>d | 6. Date Exercis<br>Expiration Dat<br>(Month/Day/Ye |              | of Securities              |                   | ties<br>ng<br>e Security   | Derivati<br>Security  |          |                                   | e Or<br>s Fo<br>ally Di<br>or<br>g (I)                            | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|  |   |  |  |                            | Code  | v   | (A)                                     |               | Date<br>Exercisab                                  |              | Expiration<br>Date         | Title             | Amount<br>or<br>Number<br>of<br>Shares   |   |          |                                   |   |  |  |
| Stock<br>Options<br>(right to                                  | \$59.04   | 02/20/2020                                 |  |                            | A   |   | 24,350                                  |               | (3)  | 0            | 2/20/2030                  | Class A<br>Common | 24,350   |   | \$0.00   | 24,35                             | )   | 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 20, 2021; 33% on February 20, 2022; and 34% on February 20, 2023.

## Remarks:

Exhibit 24.1 Power of Attorney

/s/ Jenny L. Lauth, by Power of <u>Attorney</u>

02/24/2020

\*\* 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.

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Exhibit 24.1
POWER OF ATTORNEY
Know all by these presents, that the undersigned hereby constitutes and appoints
each of Jenny L. Lauth
and Ellen M. Smith, signing singly, the undersigned's true and lawful
attorney-in-fact to:
       prepare, execute in the undersigned's name and on the undersigned's behalf,
and submit to
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
(2)
as an executive
officer and/or director of 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;
(3)
       do and perform any and all acts for and on behalf of the undersigned which
may be necessary
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
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
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
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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 is effective January 1, 2020 and 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 the

matters outlined above and 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

attorneys-in-fact or in a subsequently filed instrument.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this

20th day of January, 2020.

/s/ Sandra J. MacQuillan Signature Sandra J. MacQuillan Print Name