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 hours per response: 0.5

1. Name and Addres Weber Huber	ss of Reporting Perso <u>t</u>	n*	2. Issuer Name and Ticker or Trading Symbol <u>Mondelez International, Inc.</u> [MDLZ]	(Check	tionship of Reporting Perso all applicable) Director	10% Owner
(Last) MONDELEZ IN THREE PARKV	(First) ITERNATIONAL VAY NORTH	(Middle) , INC.	3. Date of Earliest Transaction (Month/Day/Year) 02/22/2016	X	Officer (give title below) EVP and President	Other (specify below) , Europe
(Street) DEERFIELD IL 60015 (City) (State) (Zip)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing Form filed by One Repor Form filed by More than Person	ting Person

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)	Code (4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 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)		(1150.4)
Class A Common Stock	02/22/2016		A		17,670(1)	A	\$0.00	113,082	D	
Class A Common Stock	02/22/2016		F		6,762 ⁽²⁾	D	\$39.7	106,320	D	
Class A Common Stock	02/22/2016		F		2,124 ⁽³⁾	D	\$39.7	104,196	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	(0.3, parts, carrier,														
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)				6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security	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)	\$39.7	02/22/2016		A		47,230		(4)	02/22/2026	Class A Common Stock	47,230	\$0.00	47,230	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. Withholding of shares of common stock to satisfy tax withholding obligations in connection with the vesting of deferred stock units granted under the Issuer's Amended and Restated 2005 Performance Incentive Plan.

4. Options will vest in three annual installments as follows: 33% on February 22, 2017; 33% on February 22, 2018; and 34% on February 22, 2019.

Remarks:

/s/ Jenny L. Lauth, by Power of 02/24/2016

** 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.

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