

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 Address of Reporting Person* <u>PELTZ NELSON</u>  (Last) (First) (Middle) 280 PARK AVENUE 41ST FLOOR  (Street) NEW YORK NY 10017  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Mondelez International, Inc. [ MDLZ ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/21/2014	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting 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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Class A Common Stock	05/21/2014		A		3,854 <sup>(1)</sup>	A	\$0.00	5,616 <sup>(2)</sup>	D	
Class A Common Stock								41,736,238	I <sup>(3)(4)</sup>	Please see explanation below <sup>(3)(4)</sup>

**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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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					

1. Name and Address of Reporting Person\*  
PELTZ NELSON  
 (Last) (First) (Middle)  
 280 PARK AVENUE  
 41ST FLOOR  
 (Street)  
 NEW YORK NY 10017  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
TRIAN FUND MANAGEMENT, L.P.  
 (Last) (First) (Middle)  
 280 PARK AVENUE  
 41ST FLOOR  
 (Street)  
 NEW YORK NY 10017  
 (City) (State) (Zip)

**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 Mr. Peltz's separation from service as a director of Mondelez International, Inc. ("Mondelez International").

2. Total number of shares owned includes 7 shares acquired through a dividend reinvestment program.

3. Triam Fund Management, L.P. ("Triam Management") serves as the management company for Triam Partners, L.P., Triam Partners Master Fund, L.P., Triam Partners Master Fund ERISA, L.P., Triam Partners Parallel Fund I, L.P., Triam Partners Strategic Investment Fund, L.P., Triam Partners Strategic Investment Fund II, L.P., Triam Partners Strategic Investment Fund-A, L.P., Triam Partners Strategic Investment Fund-D, L.P., Triam Partners Fund (Sub)-G, L.P., Triam Partners SPV (SUB) VII, L.P., Triam SPV (Sub) VII-L, L.P. and Triam SPV (Sub) VII-TR, L.P. (collectively, the "Triam Entities") and as such determines the investment and voting decisions of the Triam Entities with respect to the shares of Mondelez International held by them.

4. (FN 3, contd.) Mr. Peltz is a member of Triam Fund Management GP, LLC, which is the general partner of Triam Management, and therefore is in a position to determine the investment and voting decisions made by Triam Management on behalf of the Triam Entities. Accordingly, Mr. Peltz and Triam Management 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 the Triam 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. Peltz is a director of Mondelez International.

**Remarks:**

[Stacey L. Sayetta, Attorney-in-Fact for Nelson Peltz](#) [05/22/2014](#)

[Stacey L. Sayetta, Attorney-in-Fact for Nelson Peltz, member of the general partner of Triam Fund Management, L.P.](#) [05/22/2014](#)

\*\* 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.**