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

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1. Name and Address of Reporting Person [*] Pleuhs Gerhard W.			2. Issuer Name and Ticker or Trading Symbol <u>Mondelez International, Inc.</u> [MDLZ]		tionship of Reporting Person(s) to Issuer all applicable) Director 10% Owner		
(Last) (First) (Middle) MONDELEZ INTERNATIONAL, INC. THREE PARKWAY NORTH (Street) DEERFIELD IL 60015 (City) (State) (Zip)		()	3. Date of Earliest Transaction (Month/Day/Year) 02/13/2019	X	Officer (give title below) EVP & Genera	Other (specify below)	
		60015 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Fili Form filed by One Re Form filed by More the Person	porting 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. Transa Code (8)		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
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Class A Common Stock	02/13/2019		М		29,340 ⁽¹⁾	A	\$19.0761	229,700	D	
Class A Common Stock	02/13/2019		S		29,340 ⁽²⁾	D	\$47.72	200,360	D	
Class A Common Stock	02/13/2019		G		63,000 ⁽³⁾	D	\$0.00	137,360	D	
Class A Common Stock	02/13/2019		G		63,000 ⁽³⁾	A	\$0.00	63,000	Ι	by wife

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)				Transa Code (of									
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (right to buy)	\$19.0761	02/13/2019		М			29,340	(1)	02/21/2020	Class A Common Stock	29,340	\$0.00	0	D	

Explanation of Responses:

1. This Form 4 is being filed to report the exercise of stock options that became 100% exercisable on February 22, 2013 and expire on February 21, 2020.

2. The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.72 to \$47.74, inclusive. The reporting person undertakes to provide to Mondelez International, Inc., any security holder of Mondelez International, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (2) to this Form 4.

3. This transaction involved a gift of securities by the reporting person to his wife, who shares the reporting person's household.

Remarks:

Exhibit 24.1 Power of Attorney

/s/ Jenny L. Lauth, by Power of 02/15/2019

<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.

POWER OF ATTORNEY

Print Name

Know all by these presents, that the undersigned hereby constitutes and appoints each of Jenny L. Lauth and Jeffrey S. Srulovitz, 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, (1)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; do and perform any and all acts for and on behalf of the undersigned which (3) 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 (4) 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 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 is effective January 1, 2019 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 November, 2018. /s/ Gerhard W. Pleuhs Signature Gerhard W. Pleuhs