

Mondelez International, Inc.
Form 4
February 21, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SPENCE JEAN E

2. Issuer Name and Ticker or Trading Symbol
Mondelez International, Inc.
[MDLZ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/19/2014

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP, Research, Dev & Quality

MONDELEZ INTERNATIONAL, INC., THREE PARKWAY NORTH

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

DEERFIELD, IL 60015

(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)	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)
				(A) or (D)	Price		
Class A Common Stock	02/19/2014		A	30,389 ⁽¹⁾	\$ 0	65,919	D
Class A Common Stock	02/19/2014		F	10,039 ⁽²⁾	\$ 34.165	55,880	D
Class A Common Stock	02/19/2014		A	8,790 ⁽³⁾	\$ 0	64,670	D
Class A						127,754 ⁽⁴⁾	I by

Edgar Filing: Mondelez International, Inc. - Form 4

Shares of common stock received upon vesting of performance share awards 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 shares.
- (3) Shares of restricted stock awarded under the Issuer's Amended and Restated 2005 Performance Incentive Plan. Shares will vest on February 20, 2017.

- (4) Since the date of the reporting person's last ownership report, she transferred 28,546 shares of Mondelez International common stock from a private account and 23,937 shares of Mondelez International common stock from her grantor retained annuity trust into her revocable trust.

- (5) Units represent interests in the Mondelez International Stock Fund, which are payable in cash. The Reporting Person's interests in the Mondelez International Stock Fund fluctuate with the fund's performance. The information in this report is based on a plan statement dated as of January 31, 2014.

- (6) Options vest in three annual installments as follows: 33% on February 19, 2015; 33% on February 19, 2016; and 34% on February 19, 2017.

Remarks:

Exhibit 24.1 Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.