

Jones Kim Harris
Form 4
February 22, 2013

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 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Jones Kim Harris

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)
MONDELEZ INTERNATIONAL,
INC., THREE PARKWAY NORTH
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/20/2013

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
SVP and Corporate Controller

DEERFIELD, IL 60015

4. If Amendment, Date 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) (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 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)
Class A Common Stock	02/20/2013		A	(A) or (D) 21,471 (1)	\$ 0	70,567	D
Class A Common Stock	02/20/2013		F	(A) or (D) 6,963 (2)	\$ 27.05	63,604	D
Class A Common Stock	02/20/2013		A	(A) or (D) 5,550 (3)	\$ 0	69,154	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Options (right to buy)	\$ 27.05	02/20/2013		A	27,730	(4) 02/20/2023	Class A Common Stock	27,730

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Jones Kim Harris MONDELEZ INTERNATIONAL, INC. THREE PARKWAY NORTH DEERFIELD, IL 60015	SVP and Corporate Controller

Signatures

/s/ Irma Villarreal, by Power of Attorney 02/22/2013

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) 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 22, 2016.
- (4) Options will vest in three annual installments as follows: 33% on February 20, 2014; 33% on February 20, 2015; and 34% on February 20, 2016.

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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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