

Mondelez International, Inc.
 Form 4
 May 13, 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 *
 Kehoe James

(Last) (First) (Middle)

C/O MONDELEZ INTERNATIONAL, INC., THREE PARKWAY NORTH

(Street)

DEERFIELD, IL 60015

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 05/09/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 SVP, Operating Excellence

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ 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	05/09/2014		M		25,400 (1) \$ 15.472	A	112,907 D
Class A Common Stock	05/09/2014		F		17,453 (1) \$ 37.691	D	95,454 D
Class A Common Stock	05/09/2014		M		29,880 (2) \$ 19.076	A	125,334 D

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Class A Common Stock	05/09/2014	F	22,111 <u>(2)</u>	D	\$ 37.691	103,223	D	
Class A Common Stock	05/09/2014	S	142 <u>(2)</u>	D	\$ 37.691	103,081	D	
Units						4,460 <u>(3)</u>	I	by 401(k) plan

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

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SEC 1474
(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 Option (Right to Buy)	\$ 15.472	05/09/2014		M	25,400 <u>(1)</u>	<u>(1)</u> 11/01/2014	Class A Common Stock	25,400
Stock Option (Right to Buy)	\$ 19.076	05/09/2014		M	29,880 <u>(2)</u>	<u>(2)</u> 11/01/2014	Class A Common Stock	29,880

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kehoe James C/O MONDELEZ INTERNATIONAL, INC. THREE PARKWAY NORTH DEERFIELD, IL 60015			SVP, Operating Excellence	

Signatures

/s/ Jenny L. Lauth, by Power of
Attorney

05/13/2014

__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) This Form 4 is being filed to report the exercise of stock options that became 100% exercisable on February 17, 2012 and expire on November 1, 2014, and to report the surrender of securities in payment of the exercise price, taxes and fees.

(2) This Form 4 is being filed to report the exercise of stock options that became 100% exercisable on February 22, 2013 and expire on November 1, 2014 and to report the surrender of securities in payment of the exercise price, taxes and fees and the sale of additional securities withheld in connection with estimate of taxes due at time of exercise.

(3) 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. Amounts are based on information available as of April 30, 2014.

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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