

Mondelez International, Inc.
Form 4
February 23, 2015

FORM 4

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

OMB APPROVAL

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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 *
PELTZ NELSON

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)
280 PARK AVENUE, 41ST FLOOR

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/30/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

NEW YORK, NY 10017

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

(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	12/30/2014		X	577,998	A \$ 32.8199 (1) (2) (3)	42,314,236	I (4) (5) Please see explanation below (4) (5)
Class A Common Stock	12/30/2014		X	899,000	A \$ 32.8199 (1) (2) (6)	43,213,236	I (4) (5) Please see explanation below (4) (5)
Class A Common Stock	12/30/2014		X	571,552	A \$ 34.2405 (1) (2) (7)	43,784,788	I (4) (5) Please see explanation below (4) (5)
Class A Common	12/30/2014		X	1,026,786	A \$ 34.2405	44,811,574	I (4) (5) Please see explanation

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Stock					(1) (2) (8)				below (4) (5)
Class A Common Stock	12/30/2014	X	936,025	A	\$ 34.2405 (1) (2) (9)	45,747,599	I (4) (5)		Please see explanation below (4) (5)
Class A Common Stock	12/30/2014	X	66,039	A	\$ 27.2249 (1) (2) (10)	45,813,638	I (4) (5)		Please see explanation below (4) (5)
Class A Common Stock	12/30/2014	X	382,768	A	\$ 27.2249 (1) (2) (11)	46,196,406	I (4) (5)		Please see explanation below (4) (5)
Class A Common Stock	12/30/2014	X	94,951	A	\$ 27.2249 (1) (2) (12)	46,291,357	I (4) (5)		Please see explanation below (4) (5)
Class A Common Stock	12/30/2014	X	2,052	A	\$ 27.2249 (1) (2) (13)	46,293,409	I (4) (5)		Please see explanation below (4) (5)
Class A Common Stock	02/19/2015	P	915,000	A	\$ 36.9755 (14)	47,208,409	I (4) (5)		Please see explanation below (4) (5)
Class A Common Stock						5,616	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Put-Call Option (right and obligation to buy)	\$ 32.6118 (1) (2) (3)	12/30/2014		X	577,998	(1)(2) 11/08/2016	Class A Common Stock 577,998
		12/30/2014		X	899,000	(1)(2) 11/08/2016	899,000

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Put-Call Option (right and obligation to buy)	\$ 32.4327 <u>(1)</u> <u>(2)</u> <u>(6)</u>							Class A Common Stock	
Put-Call Option (right and obligation to buy)	\$ 35.4351 <u>(1)</u> <u>(2)</u> <u>(7)</u>	12/30/2014	X	571,552	<u>(1)(2)</u>	01/08/2017		Class A Common Stock	571,552
Put-Call Option (right and obligation to buy)	\$ 34.7308 <u>(1)</u> <u>(2)</u> <u>(8)</u>	12/30/2014	X	1,026,786	<u>(1)(2)</u>	01/08/2017		Class A Common Stock	1,026,786
Put-Call Option (right and obligation to buy)	\$ 35.1604 <u>(1)</u> <u>(2)</u> <u>(9)</u>	12/30/2014	X	936,025	<u>(1)(2)</u>	01/08/2017		Class A Common Stock	936,025
Put-Call Option (right and obligation to buy)	\$ 27.8084 <u>(1)</u> <u>(2)</u> <u>(10)</u>	12/30/2014	X	66,039	<u>(1)(2)</u>	01/18/2016		Class A Common Stock	66,039
Put-Call Option (right and obligation to buy)	\$ 28.0233 <u>(1)</u> <u>(2)</u> <u>(11)</u>	12/30/2014	X	382,768	<u>(1)(2)</u>	01/18/2016		Class A Common Stock	382,768
Put-Call Option (right and obligation to buy)	\$ 27.9611 <u>(1)</u> <u>(2)</u> <u>(12)</u>	12/30/2014	X	94,951	<u>(1)(2)</u>	01/18/2016		Class A Common Stock	94,951
Put-Call Option (right and obligation to buy)	\$ 27.986 <u>(1)</u> <u>(2)</u> <u>(13)</u>	12/30/2014	X	2,052	<u>(1)(2)</u>	01/18/2016		Class A Common Stock	2,052

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PELTZ NELSON
280 PARK AVENUE
41ST FLOOR
NEW YORK, NY 10017

X

TRIAN FUND MANAGEMENT, L.P.
280 PARK AVENUE
41ST FLOOR
NEW YORK, NY 10017

X

Signatures

Stacey L. Sayetta, Attorney-in-Fact for Nelson Peltz 02/23/2015
**Signature of Reporting Person Date

Stacey L. Sayetta, Attorney-in-Fact for Nelson Peltz, member of the general partner of Trian Fund Management, L.P. 02/23/2015
**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) Each of Trian Partners, L.P. ("Trian Onshore"), Trian Partners Master Fund, L.P. ("Trian Offshore"), Trian Partners Master Fund ERISA, L.P. ("ERISA"), Trian Partners Parallel Fund I, L.P. ("Parallel"), Trian Partners Strategic Investment Fund, L.P. ("TPSIF"), Trian Partners Strategic Investment Fund II, L.P. ("TPSIF II"), Trian Partners Strategic Investment Fund-A, L.P. ("TPSIF-A"), Trian Partners Strategic Investment Fund-D, L.P. ("TPSIF-D"), Trian Partners Fund (Sub)-G, L.P. ("TPF-G"), Trian Partners SPV (SUB) VII, L.P. ("SPV VII"), Trian SPV (Sub) VII-L, L.P. ("SPV VII-L"), and Trian SPV (Sub) VII-TR, L.P. ("SPV VII-TR") and (collectively, the "Trian Option Holders") entered into a series of privately negotiated back-to-back call and put transactions with a counterparty through which they acquired an economic interest in the indicated shares.

(2) (FN 1, contd.) In these transactions, simultaneously with the purchase of each call option, the Trian Option Holders also sold a put option to the counterparty for the same number of shares pursuant to which, if on the expiration date of the options the exercise price per share of the call option were greater than the closing price of the shares on the expiration date (the "Closing Price"), then the counterparty would be entitled to cause the Trian Option Holders, at their election, to either (i) pay the counterparty an amount in cash equal to the product of (a) the excess of the exercise price per share pursuant to such option (the "Exercise Price") over the Closing Price and (b) the number of shares set forth above or (ii) acquire from the counterparty the number of shares set forth above at the Exercise Price. On December 30, 2014, all of the call options acquired by the Trian Option Holders were exercised at the exercise prices noted in Table I.

(3) The put-call option was previously reported at an exercise price of \$32.6118 but, in accordance with the terms of the underlying agreements, the exercise price was adjusted to reflect dividends paid with respect to the indicated shares and the financing fee paid to the counterparty.

(4) Trian Fund Management, L.P. ("Trian Management") serves as the management company for Trian Onshore, Trian Offshore, ERISA, Parallel, TPSIF, TPSIF II, TPSIF-A, TPSIF-D, TPS-G, SPV VII, SPV II-L and SPV VII-TR, Trian Partners Strategic Investment Fund-N, L.P. and Trian Partners Strategic Fund-G II, L.P. (collectively, the "Trian Entities") and as such determines the investment and voting decisions of the Trian Entities with respect to the shares of the Issuer held by them. Mr. Peltz is a member of Trian Fund Management GP, LLC, which is the general partner of Trian Management, and therefore is in a position to determine the investment and voting decisions made by Trian Management on behalf of the Trian Entities.

(5) (FN 4, contd.) Accordingly, Mr. Peltz and Trian 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 Trian 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.

(6) The put-call option was previously reported at an exercise price of \$32.4327 but, in accordance with the terms of the underlying agreements, the exercise price was adjusted to reflect dividends paid with respect to the indicated shares and the financing fee paid to the counterparty.

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- (7) The put-call option was previously reported at an exercise price of \$35.4351 but, in accordance with the terms of the underlying agreements, the exercise price was adjusted to reflect dividends paid with respect to the indicated shares and the financing fee paid to the counterparty.
- (8) The put-call option was previously reported at an exercise price of \$34.7308 but, in accordance with the terms of the underlying agreements, the exercise price was adjusted to reflect dividends paid with respect to the indicated shares and the financing fee paid to the counterparty.
- (9) The put-call option was previously reported at an exercise price of \$35.1604 but, in accordance with the terms of the underlying agreements, the exercise price was adjusted to reflect dividends paid with respect to the indicated shares and the financing fee paid to the counterparty.
- (10) The put-call option was previously reported at an exercise price of \$27.8084 but, in accordance with the terms of the underlying agreements, the exercise price was adjusted to reflect dividends paid with respect to the indicated shares and the financing fee paid to the counterparty.
- (11) The put-call option was previously reported at an exercise price of \$28.0233 but, in accordance with the terms of the underlying agreements, the exercise price was adjusted to reflect dividends paid with respect to the indicated shares and the financing fee paid to the counterparty.
- (12) The put-call option was previously reported at an exercise price of \$27.9611 but, in accordance with the terms of the underlying agreements, the exercise price was adjusted to reflect dividends paid with respect to the indicated shares and the financing fee paid to the counterparty.
- (13) The put-call option was previously reported at an exercise price of \$27.986 but, in accordance with the terms of the underlying agreements, the exercise price was adjusted to reflect dividends paid with respect to the indicated shares and the financing fee paid to the counterparty.
- (14) The price shown in Column 4 is a weighted average purchase price. The price range for the purchases is \$36.83 to \$37.05. The Reporting Persons undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.

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.