

Mondelez International, Inc.

Form 4

February 24, 2016

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 *
Clouse Mark A.

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)
02/22/2016

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
EVP & Chief Commercial Officer

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 (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 Ownership (Instr. 4)
Class A Common Stock	02/22/2016		A	44,610 (1)	A \$ 0 256,769	D	
Class A Common Stock	02/22/2016		F	21,564 (2)	D \$ 39.7 235,205	D	
Class A Common Stock	02/22/2016		F	5,157 (3)	D \$ 39.7 230,048	D	
Class A					7,447 (4)	I	by 401(k)

Common
Stock

Plan

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)	\$ 39.7	02/22/2016		A	70,850	<u>(5)</u> 02/22/2016	Class A Common Stock	70,850

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Clouse Mark A.
MONDELEZ INTERNATIONAL, INC.
THREE PARKWAY NORTH
DEERFIELD, IL 60015

EVP & Chief
Commercial
Officer

Signatures

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

02/24/2016

____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 units granted under the Issuer's Amended and Restated 2005 Performance Incentive Plan.

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- (2) Withholding of shares of common stock to satisfy tax withholding obligations in connection with the vesting of performance share units.
- (3) Withholding of shares of common stock to satisfy tax withholding obligations in connection with the vesting of restricted stock granted under the Issuer's Amended and Restated 2005 Performance Incentive Plan.

Shares represent interests in the Mondelez International Stock Fund, which are payable in cash. The Reporting Person's interests in the

- (4) Mondelez International Stock Fund fluctuate with the fund's performance. The information in this report is based on a plan statement for the period ending January 31, 2016.

- (5) Options will vest in three annual installments as follows: 33% on February 22, 2017; 33% on February 22, 2018; and 34% on February 22, 2019.

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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