

Mondelez International, Inc.
Form 4
August 21, 2014

FORM 4

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

OMB APPROVAL

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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)

MONDELEZ INTERNATIONAL, INC., THREE PARKWAY NORTH

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/19/2014

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

DEERFIELD, IL 60015

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 Ownership (Instr. 4)				
				Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	08/19/2014		S			55,885	D	\$ 35.8986 ⁽¹⁾	96,388 ⁽²⁾	I	by Revocable Trust
Class A Common Stock									36,460 ⁽³⁾	D	
Class A Common Stock									44,265 ⁽⁴⁾	I	by 401(k)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPENCE JEAN E MONDELEZ INTERNATIONAL, INC. THREE PARKWAY NORTH DEERFIELD, IL 60015			EVP, Research, Dev & Quality	

Signatures

Jenny L. Lauth, by Power of Attorney 08/21/2014

__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).
- The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.815 to \$36.025, inclusive. The reporting person undertakes to provide to Mondelez International, Inc., any security holder of Mondelez International, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (1) to this Form 4.
- (1) Since the date of Ms. Spence's last ownership report, she transferred 24,519 shares of Mondelez International common stock from a directly owned account to a revocable trust account.
 - (2) Shares of restricted stock awarded under the Issuer's Amended and Restated 2005 Performance Incentive Plan.
 - (3)
 - (4)

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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 for period ending July 31, 2014.

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.