

Mondelez International, Inc.
Form 4
January 05, 2016

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 *
BREARTON DAVID 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

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Strategic Initiatives

(Street)

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

DEERFIELD, IL 60015

(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)
			Code	V	Amount or Price		
Class A Common Stock	12/31/2015		F		7,025 (1) \$ 44.84	D	32,735 (2)
Class A Common Stock	12/31/2015		F		5,364 (1) \$ 44.84	D	27,371
Class A Common Stock	12/31/2015		D		5,798 (3) \$ 0	D	21,573
Class A							243,410 (2)
						I	by

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- (1) Withholding of shares of common stock to satisfy tax withholding obligations in connection with the vesting of restricted stock under the Issuer's Amended and Restated 2005 Performance Incentive Plan and Mr. Brearton's retirement agreement.
- (2) Since the date of Mr. Brearton's last ownership report, he transferred 43,181 shares of Mondelez International common stock from a directly owned account to a revocable trust account.
Effective December 31, 2015, Mr. Brearton retired from Mondelez International, Inc. Pursuant to the terms of the issuer's Amended and Restated 2005 Performance Incentive Plan and Mr. Brearton's retirement agreement, certain unvested restricted shares were forfeited upon his retirement.
- (3)

- 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 December 31, 2015.

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