

Mondelez International, Inc.
 Form 3/A
 February 21, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|---|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Kehoe James</p> <p>(Last) (First) (Middle)</p> <p>C/O MONDELEZ INTERNATIONAL, INC.,Â THREE PARKWAY NORTH</p> <p>(Street)</p> <p>DEERFIELD,Â ILÂ 60015</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/04/2013</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Mondelez International, Inc. [MDLZ]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP, Operating Excellence</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>11/06/2013</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Class A Common Stock | 25,447 ⁽¹⁾ | D | Â |
| Units | 4,460 ⁽²⁾ | I | by 401(k) plan |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---------------------------|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
| Stock Option (right to buy) | Â (3) | 11/01/2014 ⁽⁴⁾ | Class A Common Stock | 16,960 \$ 19.3 | D | Â |
| Stock Option (right to buy) | Â (5) | 11/01/2014 ⁽⁴⁾ | Class A Common Stock | 25,400 \$ 15.472 | D | Â |
| Stock Option (right to buy) | Â (6) | 11/01/2014 ⁽⁴⁾ | Class A Common Stock | 29,880 \$ 19.076 | D | Â |
| Stock Option (right to buy) | Â (7) | 11/01/2014 ⁽⁴⁾ | Class A Common Stock | 18,044 ⁽⁸⁾ \$ 20.83 | D | Â |
| Stock Option (right to buy) | Â (9) | 11/01/2014 ⁽⁴⁾ | Class A Common Stock | 7,817 ⁽¹⁰⁾ \$ 24.87 | D | Â |

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 | Â | Â | Â SVP, Operating Excellence | Â |

Signatures

/s/ Jenny L. Lauth, by Power of Attorney 02/21/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- This amendment is being filed to correct the amount of securities beneficially owned as reported in Column 2 of Table 1. The number previously reported was incorrectly calculated due to an administrative error in connection with certain shares of restricted stock forfeited by Mr. Kehoe upon his termination of employment with Kraft Foods Group, Inc., the North American grocery company spun-off from Mondelez International on October 1, 2012. The shares were forfeited subject to the terms of the Restricted Stock Agreements under which they were granted. The amount of securities beneficially owned was over reported by 21,628 shares.
- (1)
- (2)

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Units represent interests in the Mondelez International Stock Fund, which are payable in cash. Mr. Kehoe'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 dated as of September 30, 2013.

- (3) Options vested in three installments as follows: 33% on February 4, 2009; 33% on February 4, 2010; and 34% on February 4, 2011.
- This amendment is being filed to revise stock option expiration dates as reported in Column 2 of Table 2. The stock option expiration dates previously reported were incorrect due to an administrative error in connection with Mr. Kehoe's termination of employment with Kraft Foods Group, Inc., the North American grocery company spun-off from Mondelez International on October 1, 2012. The revised expiration dates are subject to the terms of the Non-Qualified Stock Option Agreements under which the stock options were granted. Under the terms of the Non-Qualified Stock Options Agreements, vested stock options may be exercised for a period of 12 months following termination of employment.
- (4) Options vested in three installments as follows: 33% on February 19, 2010; 33% on February 18, 2011; and 34% on February 17, 2012.
- (5) Options vested in three installments as follows: 33% on February 22, 2011; 33% on February 22, 2012; and 34% on February 22, 2013.
- (6) Options vested as follows: 9,022 on February 23, 2012 and 9,022 on February 25, 2013.
- This amendment is being filed to correct the number of shares underlying derivate securities as reported in Column 3 of Table 2. The number previously reported was incorrectly calculated due to an administrative error in connection with certain stock options forfeited by Mr. Kehoe upon his termination of employment with Kraft Foods Group, Inc., the North American grocery company spun-off from Mondelez International on October 1, 2012. The stock options were forfeited subject to the terms of the Non-Qualified Stock Option Agreements under which the stock options were granted. The number of shares underlying derivate securities was over reported by 9,296 shares.
- (7) Options vested on February 23, 2013.
- This amendment is being filed to correct the number of underlying shares of derivate securities in Column 3 of Table 2. The number previously reported was incorrectly calculated due to an administrative error in connection with certain stock options forfeited by Mr. Kehoe upon his termination of employment with Kraft Foods Group, Inc., the North American grocery company spun-off from Mondelez International on October 1, 2012. The stock options were forfeited subject to the terms of the Non-Qualified Stock Option Agreements under which the stock options were granted. The number of shares underlying derivate securities was over reported by 15,873 shares.
- (8) Options vested on February 23, 2013.
- (9) Options vested on February 23, 2013.
- (10) Options vested on February 23, 2013.

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.