

Mondelez International, Inc.
Form 4
May 09, 2016

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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
05/05/2016

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

MONDELEZ INTERNATIONAL, INC., THREE PARKWAY NORTH

(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	05/05/2016		M		12,240 (1)	A	\$ 19.3 242,288 D
Class A Common Stock	05/05/2016		F		8,937 (1)	D	\$ 43.92 233,351 D
Class A Common Stock	05/05/2016		M		15,240 (2)	A	\$ 15.47 248,591 D
Class A Common Stock	05/05/2016		F		10,488	D	\$ 238,103 D

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Common Stock				<u>(2)</u>		43.92			
Class A Common Stock	05/05/2016		M	<u>22,680</u> (3)	A	\$ 19.08	260,783		D
Class A Common Stock	05/05/2016		F	<u>16,503</u> (3)	D	\$ 43.92	244,280		D
Class A Common Stock	05/05/2016		M	<u>37,710</u> (4)	A	\$ 20.83	281,990		D
Class a Common Stock	05/05/2016		F	<u>28,166</u> (4)	D	\$ 43.92	253,824		D
Class A Common Stock	05/05/2016		M	<u>41,450</u> (5)	A	\$ 24.87	295,274		D
Class A Common Stock	05/05/2016		F	<u>32,794</u> (5)	D	\$ 43.92	262,480		D
Class A Common Stock							7,477 <u>(6)</u>	I	401(k) Plan

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to	\$ 19.2987	05/05/2016		M	12,240 <u>(1)</u>	02/04/2011	02/02/2018	Class A Common Stock	12,240

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

- (6) 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 April 30, 2016.

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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