

Mondelez International, Inc.  
 Form 4/A  
 February 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 \*  
 Kehoe James

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)  
 11/04/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP, Operating Excellence

C/O MONDELEZ INTERNATIONAL, INC., THREE PARKWAY NORTH  
 (Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 11/06/2013

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | Code V  | Amount  | (A) or (D)   | Price                             |
| Class A Common Stock            | 11/04/2013                           |  | A                              |   | 55,810 <sup>(1)</sup>   | A  | \$ 0                              |
|                                 |                                      |  |                                |   | 81,257 <sup>(2)</sup>   | D  |                                   |

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

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SEC 1474 (9-02)

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (right to buy)               | \$ 33.6  | 11/04/2013                           |  | A                              | 93,010  | ( <sup>3</sup> ) 11/04/2023                              | Class A Common Stock  | 93,010                        |

## 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

SVP, Operating Excellence

## 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 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 restricted stock awarded under the Issuer's Amended and Restated 2005 Performance Incentive Plan. Shares will vest as follows: 27,905 on November 4, 2014; 13,952 on November 4, 2015; and 13,953 on November 4, 2016.

This amendment is being filed to correct the amount of securities beneficially owned as reported in Column 5 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.

(3) Options will vest in three annual installments as follows: 46,505 on November 4, 2014; 23,252 on November 4, 2015; and 23,253 on November 4, 2016.

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.