

Jones Kim Harris
Form 4/A
March 04, 2013

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 *
Jones Kim Harris

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)
02/22/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP and Corporate Controller

DEERFIELD, IL 60015

4. If Amendment, Date Original Filed(Month/Day/Year)
02/26/2013

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	02/22/2013 ⁽¹⁾		F		275 ⁽¹⁾ <u>(2)</u>	D	\$ 26.93 68,879 ⁽¹⁾
Class A Common Stock	02/22/2013 ⁽¹⁾		F		1,113 ⁽¹⁾ <u>(2)</u>	D	\$ 26.93 67,766 ⁽¹⁾

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

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SEC 1474 (9-02)

number.

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 Following Reported Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jones Kim Harris MONDELEZ INTERNATIONAL, INC. THREE PARKWAY NORTH DEERFIELD, IL 60015			SVP and Corporate Controller	

Signatures

/s/ Carol J. Ward, by Power of Attorney
03/04/2013

**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).
Pursuant to an administrative error, the February 22, 2013 transactions were reported as occurring on February 23, 2013 and showed the amount of non-derivative securities withheld to satisfy tax withholding obligations in Column 4 of Line 1 of Table I incorrectly as 850 and total number of non-derivative securities owned in Column 5 of Line 1 of Table I incorrectly as 68,304 and showed the amount of non-derivative securities withheld to satisfy tax withholding obligations in Column 4 of Line 2 of Table I incorrectly as 3,440 and total number of non-derivative securities owned in Column 5 of Line 2 of Table I incorrectly as 64,864. This amendment is being filed to correct the date of the transactions and the number of non-derivative securities in Column 4 and Column 5 of Line 1 of Table I and Column 4 and Column 5 of Line 2 of Table I.
- (1) non-derivative securities withheld to satisfy tax withholding obligations in Column 4 of Line 2 of Table I incorrectly as 3,440 and total number of non-derivative securities owned in Column 5 of Line 2 of Table I incorrectly as 64,864. This amendment is being filed to correct the date of the transactions and the number of non-derivative securities in Column 4 and Column 5 of Line 1 of Table I and Column 4 and Column 5 of Line 2 of Table I.
- (2) Withholding of shares of common stock to satisfy tax withholding obligations in connection with the vesting of restricted shares under the Issuer's Amended and Restated 2005 Performance Incentive Plan.

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.