

Mondelez International, Inc.  
 Form 4  
 February 21, 2014

**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**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/19/2014**

\_\_\_\_ Director  
 Officer (give title below)  10% Owner  
 Other (specify below)  
**EVP & Chief Financial Officer**

**DEERFIELD, IL 60015**

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

(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)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	02/19/2014		A	(1)	30,682	A	\$ 0 111,402	D
Class A Common Stock	02/19/2014		F	(2)	10,235	D	\$ 34.165 101,167	D
Class A Common Stock	02/19/2014		A	(3)	17,570	A	\$ 0 118,737	D
Class A							157,116 (4)	I by



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Shares of common stock received upon vesting of performance share awards under the Issuer's Amended and Restated 2005 Performance Incentive Plan.

- (2) Withholding of shares of common stock to satisfy tax withholding obligations in connection with the vesting of performance shares.
- (3) Shares of restricted stock awarded under the Issuer's Amended and Restated 2005 Performance Incentive Plan. Shares will vest on February 20, 2017.

- (4) Since the date of the reporting person's last ownership report, he transferred 29,645 shares of Mondelez International common stock from a private account and 62,951 shares of Mondelez International common stock from his grantor retained annuity trust into his revocable trust.

- (5) Units represent interests in the Mondelez International Stock Fund, which are payable in cash. The Reporting Person'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 January 31, 2014.

- (6) Options vest in three annual installments as follows: 33% on February 19, 2015; 33% on February 19, 2016; and 34% on February 19, 2017.

### **Remarks:**

#### Exhibit 24.1 Power of Attorney

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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