

Mondelez International, Inc.
Form 4/A
May 15, 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

(Last) (First) (Middle)

C/O MONDELEZ INTERNATIONAL, INC., THREE PARKWAY NORTH

(Street)

DEERFIELD, IL 60015

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Mondelez International, Inc.
[MDLZ]

3. Date of Earliest Transaction (Month/Day/Year)
05/09/2014

4. If Amendment, Date Original Filed(Month/Day/Year)
05/13/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 (A) or (D) Price		
Class A Common Stock	05/09/2014		M		25,400 (1) (2)	A	\$ 15.472 112,907 D
Class A Common Stock	05/09/2014		S		17,453 (1) (2)	D	\$ 37.691 95,454 D
Class A Common Stock	05/09/2014		M		29,880 (1) (3)	A	\$ 19.076 125,334 D

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Class A
Common Stock 05/09/2014 S 22,253
(1) (3) D \$ 37.691 103,081 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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 Option (Right to Buy)	\$ 15.472	05/09/2014		M	25,400 <u>(1) (2)</u>	<u>(2)</u> 11/01/2014	Class A Common Stock	25,400
Stock Option (Right to Buy)	\$ 19.076	05/09/2014		M	29,880 <u>(1) (3)</u>	<u>(3)</u> 11/01/2014	Class A Common Stock	29,880

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

By Jenny L. Lauth, by Power of Attorney

05/15/2014

**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).

Pursuant to an administrative error, this transaction was originally reported as the surrender of securities to satisfy the exercise price, taxes and fees in connection with the exercise of stock options. This amendment is being filed to correctly report the sale of securities in connection with the exercise of stock options. In connection with this change, the reporting person is no longer reporting as a separate line item the sale of additional securities in connection with the estimate of taxes due at the time of exercise.

(1) payment of the exercise price, taxes and fees and the sale of additional securities in connection with estimate of taxes due at the time of exercise in connection with the exercise of stock options. In connection with this change, the reporting person is no longer reporting as a separate line item the sale of additional securities in connection with the estimate of taxes due at the time of exercise.

This Form 4 is being filed to report the exercise of stock options that became 100% exercisable on February 17, 2012 and expire on

(2) November 1, 2014 and to report the sale of securities in payment of the exercise price, taxes and fees and the sale of additional securities in connection with estimate of taxes due at the time of exercise.

This Form 4 is being filed to report the exercise of stock options that became 100% exercisable on February 22, 2013 and expire on

(3) November 1, 2014 and to report the sale of securities in payment of the exercise price, taxes and fees and the sale of additional securities in connection with estimate of taxes due at the time of exercise.

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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