

Mondelez International, Inc.

Form 4

December 22, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROSENFELD IRENE B

(Last) (First) (Middle)

**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)
12/19/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) Chairman & CEO

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	12/19/2015		M	308,464	A \$ 0 ⁽¹⁾	1,953,078	D
Class A Common Stock	12/21/2015		F	133,720 ⁽²⁾	D \$ 43.3	1,819,358	D
Class A Common Stock	12/21/2015		F	35,243 ⁽³⁾	D \$ 44.44	1,784,115	D
Class A					100	I	by Spouse

Common
Stock

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

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SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Restricted Stock Units	\$ 0 ⁽¹⁾	12/19/2015		M	308,464	⁽⁴⁾ 12/19/2018	Class A Common Stock 308,46

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSENFELD IRENE B MONDELEZ INTERNATIONAL, INC. THREE PARKWAY NORTH DEERFIELD, IL 60015	X		Chairman & CEO	

Signatures

/s/ Jenny L. Lauth, by Power of
Attorney

12/22/2015

**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) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (2) Withholding of shares of common stock to satisfy tax withholding obligations in connection with the vesting of performance-contingent restricted stock units under the Issuer's Amended and Restated 2005 Performance Incentive Plan.
- (3) Withholding of shares of common stock to satisfy tax withholding obligations in connection with the vesting of restricted stock under the Issuer's Amended and Restated 2005 Performance Incentive Plan.

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- The vesting of the performance-contingent restricted stock units depended on the Company's closing price maintaining an average at or above specified thresholds for a minimum period of 10 consecutive trading days. The first two share price thresholds (\$31.12 and \$33.72)
- (4) were met during 2013 and the final share price threshold (\$36.31) was met during 2014. Per the terms of the grant, Ms. Rosenfeld received the award of Company common stock in connection with the performance-contingent restricted stock unit grant on December 19, 2015 (the three-year anniversary of the grant date).

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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