MAY KAREN J Form 4

February 22, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

10% Owner

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MAY KAREN J Issuer Symbol Mondelez International, Inc. (Check all applicable) [MDLZ] (Last) (First) (Middle) 3. Date of Earliest Transaction Director Other (specify X_ Officer (give title (Month/Day/Year) below) MONDELEZ INTERNATIONAL. 02/20/2013 EVP, Global Human Resources

INC., THREE PARKWAY NORTH

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

DEERFIELD, IL 60015

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative :	Securi	ities Acqu	ired, Disposed of	f, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securit or(A) or Dia (Instr. 3, 4	sposed 4 and 5 (A) or	of (D) 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)
Class A Common Stock	02/20/2013		Code V A	Amount 58,696 (1)	(D)	Price \$ 0	274,619	D	
Class A Common Stock	02/20/2013		F	22,212 (2)	D	\$ 27.05	252,407	D	
Class A Common Stock	02/20/2013		A	16,640 (3)	A	\$ 0	269,047	D	

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

Edgar Filing: MAY KAREN J - Form 4

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.

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)		3 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (right to buy)	\$ 27.05	02/20/2013		A	83,180	<u>(4)</u>	02/20/2023	Class A Common Stock	83,180	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MAY KAREN J MONDELEZ INTERNATIONAL, INC. THREE PARKWAY NORTH DEERFIELD, IL 60015

EVP, Global Human Resources

Signatures

/s/ Irma Villarreal, by Power of Attorney 02/22/2013

**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).
- (1) 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 22, 2016.
- Options will vest in three annual installments as follows: 33% on February 20, 2014; 33% on February 20, 2015; and 34% on February 20, 2016.

Reporting Owners 2

Edgar Filing: MAY KAREN J - Form 4

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.