

Jones Kim Harris
Form 4/A
March 04, 2013

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

OMB
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(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
__X__ 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)
__X__ 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) |
|---------------------------------------|---|---|---|---|--|--|---|
| | | | Code | V | Amount (A) or (D) | Price | |
| Class A Common Stock | 02/22/2013 ⁽¹⁾ | | F | | 275 ⁽¹⁾ <u>(2)</u> | D \$ 26.93 | 68,879 ⁽¹⁾ D |
| Class A Common Stock | 02/22/2013 ⁽¹⁾ | | F | | 1,113 <u>(1)</u> <u>(2)</u> | D \$ 26.93 | 67,766 ⁽¹⁾ 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**

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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

(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.

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