

| OMB APPROVAL                                 |           |
|----------------------------------------------|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|                                                                                                                                                                                                                              |                                                                                             |                                                                                                                                                                                            |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person *<br><u>Cofer Timothy P.</u><br><br>(Last) (First) (Middle)<br>MONDELEZ INTERNATIONAL, INC.<br>THREE PARKWAY NORTH<br><br>(Street)<br>DEERFIELD IL 60015<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Mondelez International, Inc. [ MDLZ ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br>X Officer (give title below) Other (specify below)<br><u>EVP &amp; Pres, AP and EEMEA</u> |
|                                                                                                                                                                                                                              | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/18/2015</u>                       |                                                                                                                                                                                            |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)                                                                                                                                                                     |                                                                                             |                                                                                                                                                                                            |

**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            | 02/18/2015                           |                                                    | A                              |   | 34,894 <sup>(1)</sup>                                             | A          | \$0.00  | 160,594                                                                                       | D                                                        |                                                       |
| Class A Common Stock            | 02/18/2015                           |                                                    | F                              |   | 12,068 <sup>(2)</sup>                                             | D          | \$36.94 | 148,526                                                                                       | D                                                        |                                                       |
| Class A Common Stock            |                                      |                                                    |                                |   |                                                                   |            |         | 11,703 <sup>(3)</sup>                                                                         | I                                                        | by 401(k) Plan                                        |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|----------------------------------------------------------------------------------------|-----|----------------------------------------------------------|-----------------|-----------------------------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|-----------------------------------------------------------|--------------------------------------------------------|-------|
|                                            |                                                        |                                      |                                                    | Code                           | V | (A)                                                                                    | (D) | Date Exercisable                                         | Expiration Date |                                                                                   |                                            |                                                                                                    |                                                           |                                                        | Title |
| Stock Options (right to buy)               | \$36.94                                                | 02/18/2015                           |                                                    | A                              |   | 76,140                                                                                 |     | (4)                                                      | 02/18/2025      | Class A Common Stock                                                              | 76,140                                     | \$0.00                                                                                             | 76,140                                                    | D                                                      |       |

**Explanation of Responses:**

- Shares of common stock received upon vesting of performance share units granted under the Issuer's Amended and Restated 2005 Performance Incentive Plan.
- Withholding of shares of common stock to satisfy tax withholding obligations in connection with the vesting of performance share units.
- Shares 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 for period ending January 31, 2015.
- Options vest in three annual installments as follows: 33% on February 18, 2016; 33% on February 18, 2017; and 34% on February 18, 2018.

**Remarks:**

/s/ Jenny L. Lauth by Power of Attorney. 02/20/2015

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.