

Clouse Mark A.
Form 3
October 04, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Clouse Mark A.		(Month/Day/Year)	Mondelez International, Inc. [MDLZ]	
(Last)	(First)	10/01/2012	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
MONDELEZ INTERNATIONAL, INC.,Â THREE PARKWAY NORTH			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	
			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	
			(give title below) (specify below)	6. Individual or Joint/Group Filing(Check Applicable Line)
			EVP and President NA	<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person
DEERFIELD,Â ILÂ 60015				
(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	61,563 ⁽¹⁾	D	Â
Units	15,853 ⁽²⁾	I	by 401(k) plan

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Clouse Mark A. - Form 3

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	Â (3)	02/02/2018	Class A Common Stock	12,240	\$ 29,485 (8)	D	Â
Stock Option (right to buy)	Â (4)	02/20/2019	Class A Common Stock	15,240	\$ 23.6385 (8)	D	Â
Stock Option (right to buy)	Â (5)	02/21/2020	Class A Common Stock	22,680	\$ 29,145 (8)	D	Â
Stock Option (right to buy)	Â (6)	02/23/2021	Class A Common Stock	37,710	\$ 31,825 (8)	D	Â
Stock Option (right to buy)	Â (7)	02/23/2022	Class A Common Stock	41,450	\$ 37,995 (8)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clouse Mark A. MONDELEZ INTERNATIONAL, INC. THREE PARKWAY NORTH DEERFIELD, IL 60015	Â	Â	Â EVP and President NA	Â

Signatures

/s/ Irma Villarreal, by Power of Attorney	10/04/2012
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

Total number of shares includes 34,750 shares of restricted stock awarded under Mondelez International's Amended and Restated 2005

(1) Performance Incentive Plan. Shares will vest as follows: 3,780 shares on February 22, 2013; 6,290 shares on February 24, 2014; 4,442 shares on October 2, 2012; 13,328 shares on October 7, 2014; and 6,910 on February 23, 2015.

Units represent interests in the Mondelez International Stock Fund, which are payable in cash. The reporting person's interests in the Kraft

(2) Foods Stock Fund fluctuate with the fund's performance. The information in this report is based on a plan statement dated as of August 1, 2012.

Edgar Filing: Clouse Mark A. - Form 3

- (3) Options will vest in three annual installments as follows: 33% on February 4, 2009; 33% on February 4, 2010; and 34% on February 4, 2011.
- (4) Options will vest in three annual installments as follows: 33% on February 19, 2010; 33% on February 18, 2011; and 34% on February 17, 2012.
- (5) Options will vest in three annual installments as follows: 33% on February 22, 2011; 33% on February 22, 2012; and 34% on February 22, 2013.
- (6) Options will vest in three annual installments as follows: 33% on February 23, 2012; 33% on February 25, 2013; and 34% on February 24, 2014.
- (7) Options will vest in three annual installments as follows: 33% on February 25, 2013; 33% on February 24, 2014; and 34% on February 23, 2015.
- (8) As a result of the Issuer's spin-off of Kraft Foods Group, Inc. on October 1, 2012, these stock options are subject to an intrinsic value adjustment as described in the Employee Matters Agreement, dated as of September 27, 2012.

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.