

MAY PETER W
Form 4
March 08, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MAY PETER W

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)

3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner
 Officer (give title below) Other (specify below)

280 PARK AVENUE, 41ST FLOOR

03/06/2018

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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

NEW YORK, NY 10017

(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	03/06/2018		S ⁽¹⁾	18,191,062	D \$ 43.61	17,772,662	I Please see explanation below ⁽²⁾ ⁽³⁾
Class A Common Stock	03/06/2018		X/K ⁽¹⁾	182,189	A \$ 27.8084	17,954,851	I Please see explanation below ⁽²⁾ ⁽³⁾
Class A Common Stock	03/06/2018		J/K ⁽¹⁾	182,189	D \$ 43.61	17,772,662	I Please see explanation below ⁽²⁾ ⁽³⁾
Class A Common	03/06/2018		X/K ⁽¹⁾	915,985	A \$ 28.0233	18,688,647	I Please see explanation

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Stock					(4) (5)				below (2) (3)
Class A Common Stock	03/06/2018	J/K(1)	915,985	D	\$ 43.61 (4) (5)	17,772,662	I		Please see explanation below (2) (3)
Class A Common Stock	03/06/2018	X/K(1)	261,953	A	\$ 27.9611 (4) (5)	18,034,615	I		Please see explanation below (2) (3)
Class A Common Stock	03/06/2018	J/K(1)	261,953	D	\$ 43.61 (4) (5)	17,772,662	I		Please see explanation below (2) (3)
Class A Common Stock	03/06/2018	X/K(1)	5,659	A	\$ 27.986 (4) (5)	17,778,321	I		Please see explanation below (2) (3)
Class A Common Stock	03/06/2018	J/K(1)	5,659	D	\$ 43.61 (4) (5)	17,772,662	I		Please see explanation below (2) (3)
Class A Common Stock						1,003	D		

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

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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
Equity Swap	\$ 43.61 (4) (5)	03/06/2018		X/K(1)	182,189	(4)(5) 01/21/2020	Class A Common Stock 182,189
Equity Swap	\$ 43.61 (4) (5)	03/06/2018		X/K(1)	915,985	(4)(5) 01/21/2020	Class A Common Stock 915,985
Equity Swap	\$ 43.61 (4) (5)	03/06/2018		X/K(1)	261,953	(4)(5) 01/21/2020	Class A Common 261,953

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with respect to 915,985 reference shares,

- (FN4, contd) (c) \$27.9611 with respect to 261,953 reference shares and (d) \$27.986 with respect to 5,659 reference shares (in each case plus a \$0.03 commission) as of such Settlement Date plus any dividends paid during the life of the Swap. In addition, on each Settlement Date, SPV VII-L was obligated to pay to the counterparty a financing fee through such date at the rate set forth in the Swap. On March 6, (5) 2018 the Swap was unwound in accordance with its terms at the noted prices per share. In addition, on each Settlement Date the counterparty paid to SPV VII-L an amount equal to the dividends paid on the reference shares during the term of the Swap and SPV VII-L paid to the counterparty the applicable financing fee. At no time during the Swap did Trian SPV VII-L ever hold any of the reference shares or have any voting or dispositive power over the reference shares

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