

Clouse Mark A.  
Form 3  
October 04, 2012

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

OMB APPROVAL

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**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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Clouse Mark A.</p> <p>(Last) (First) (Middle)</p> <p>MONDELEZ INTERNATIONAL, INC., Â THREE PARKWAY NORTH</p> <p>(Street)</p> <p>DEERFIELD, Â IL Â 60015</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/01/2012</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Mondelez International, Inc. [MDLZ]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>EVP and President NA</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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 <sup>(1)</sup>	D	Â
Units	15,853 <sup>(2)</sup>	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)

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

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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 <u>(3)</u>	02/02/2018	Class A Common Stock	12,240	\$ 29,485 <u>(8)</u>	D	Â
Stock Option (right to buy)	Â <u>(4)</u>	02/20/2019	Class A Common Stock	15,240	\$ 23.6385 <u>(8)</u>	D	Â
Stock Option (right to buy)	Â <u>(5)</u>	02/21/2020	Class A Common Stock	22,680	\$ 29,145 <u>(8)</u>	D	Â
Stock Option (right to buy)	Â <u>(6)</u>	02/23/2021	Class A Common Stock	37,710	\$ 31,825 <u>(8)</u>	D	Â
Stock Option (right to buy)	Â <u>(7)</u>	02/23/2022	Class A Common Stock	41,450	\$ 37,995 <u>(8)</u>	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  
Date: 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 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 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.

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- (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.

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