Mondelez International, Inc.

Form 4/A March 04, 2013

FORM 4

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

OMB APPROVAL
OMB
3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: January 31, 2005

0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response...

Estimated average

1(b).

Class A

(Print or Type Responses)

| 1. Name and Address of Reporting Person * ABELENDA GUSTAVO H | | | 2. Issuer Symbol | r Name and | Ticker or Trading | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|--|---------------------|------------|---------------------|----------------------------|---------------------------|---|------------------|----------------------|--|--|
| | | | Mondel [MDLZ | | ntional, Inc. | | | | | |
| (Last) | (First) | Middle) | 3. Date of (Month/D | f Earliest Ti Oav/Year) | ransaction | DirectorX_ Officer (give | title Othe | Owner er (specify | | |
| MONDELEZ INTERNATIONAL, | | | 02/22/2 | • | | below) below) EVP & President, Latin America | | | | |
| | EE PARKWAY I | · · | 02/22/2 | 012 | | EVP & Pre | sident, Latin Ai | тепса | | |
| (Street) | | | 4. If Ame | ndment, Da | te Original | 6. Individual or Joint/Group Filing(Check | | | | |
| | | | Filed(Mor | nth/Day/Year |) | Applicable Line) | | | | |
| | | | 02/26/2 | 013 | | _X_ Form filed by One Reporting Person | | | | |
| DEERFIEL | LD, IL 60015 | | | | | Form filed by M Person | Iore than One Re | porting | | |
| (City) | (State) | (Zip) | Tabl | e I - Non-D | Perivative Securities Acq | uired, Disposed of | , or Beneficial | ly Owned | | |
| 1.Title of | 2. Transaction Date | e 2A. Deen | ned | 3. | 4. Securities Acquired | 5. Amount of | 6. Ownership | 7. Nature of | | |
| Security | (Month/Day/Year) | Execution | n Date, if | Transactio | on(A) or Disposed of (D) | Securities | Form: Direct | Indirect | | |
| (Instr. 3) | | any | | Code | (Instr. 3, 4 and 5) | Beneficially | (D) or | Beneficial | | |

Common $02/22/2013_{\underline{(1)}}$ F $\underline{(2)}$ D $\underline{(2)}$ D $\underline{(2)}$ 156,738 $\underline{(1)}$ D Stock

(Instr. 8)

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

(Month/Day/Year)

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.

SEC 1474

(9-02)

Owned

Following

Reported

Transaction(s) (Instr. 3 and 4)

(A)

Price

Indirect (I)

(Instr. 4)

Ownership

(Instr. 4)

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

Code V Amount (D)

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| 1. | Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Titl | le and | 8. Price of | 9. Nu |
|----|-----------|-------------|---------------------|--------------------|------------|------------|------------------|-------------|---------|----------|-------------|--------|
| D | erivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | onNumber | Expiration D | ate | Amou | ınt of | Derivative | Deriv |
| S | ecurity | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secui |
| (I | nstr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Secur | ities | (Instr. 5) | Bene |
| | | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | Owne |
| | | Security | | | | Acquired | | | | | | Follo |
| | | • | | | | (A) or | | | | | | Repo |
| | | | | | | Disposed | | | | | | Trans |
| | | | | | | of (D) | | | | | | (Instr |
| | | | | | | (Instr. 3, | | | | | | ` |
| | | | | | | 4, and 5) | | | | | | |
| | | | | | | , , | | | | | | |
| | | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | or | | | |
| | | | | | | | Exercisable Date | Title | Number | | | |
| | | | | | | | | Dute | | of | | |
| | | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ABELENDA GUSTAVO H MONDELEZ INTERNATIONAL, INC. THREE PARKWAY NORTH DEERFIELD, IL 60015

EVP & President, Latin America

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 transaction was 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 Table I incorrectly as 8,580 and total number of non-derivative securities owned in Column 5 of Table I incorrectly as 149,124. This amendment is being filed to correct the date of the transaction and the number of non-derivative securities in Column 4 and Column 5 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. 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.

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