KRAFT FOODS INC

Form 4

October 23, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number: 3235-0287

Expires: January 31, 2005

OMB APPROVAL

Estimated average burden hours per response... 0.5

Form filed by More than One Reporting

Person

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
KRAFT FOODS INC [KFT]	(Check all applicable)			
3. Date of Earliest Transaction				
(Month/Day/Year)	Director 10% Owner			
06/12/2007	X Officer (give title Other (specify			
	below) below)			
	Senior VP & Controller			
4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
Filed(Month/Day/Year)	Applicable Line)			
	X Form filed by One Reporting Person			
	Symbol KRAFT FOODS INC [KFT] 3. Date of Earliest Transaction (Month/Day/Year) 06/12/2007 4. If Amendment, Date Original			

NORTHFIELD, IL 60093

(City)	(State) (Z	(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 ion(A) or Disposed of (D)			5. Amount of Securities Beneficially Owned Following	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Class A Common Stock	06/12/2007		X	3,381 (1)	D	\$ 85	0 (2)	D	
Class A Common Stock	06/15/2007		X	69 (1)	D	\$ 85	0 (2)	D	
Class A Common Stock	06/26/2007		P	3,450	A	\$ 35.6	29,851	D	
Class A Common							30,448 (3)	D	

Stock

Units 738.63 (4) D

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

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)

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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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 or Number of Shares
Call Option (obligation to sell)	\$ 85	06/12/2007		X	3,381 (1)	11/20/2006	06/16/2007	Class A Common Stock	3,381 (1)
Call Option (obligation to sell)	\$ 85	06/15/2007		X	69 (1)	11/20/2006	06/16/2007	Class A common Stock	69 (1)

Reporting Owners

Director 10% Owner Officer Other

Dolotionchine

King Pamela E

KRAFT FOODS INC.
THREE LAKES DRIVE
Senior VP & Controller

NORTHFIELD, IL 60093

Signatures

/s/ Irma Villarreal by Power of Attorney 10/23/2007

**Signature of Reporting Person Date

Reporting Owners 2

Edgar Filing: KRAFT FOODS INC - Form 4

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).
 - These shares represent call options of Altria Group, Inc. ("MO") that were adjusted following the March 30, 2007 spin-off of Kraft from
- (1) MO. As a result of the spin-off, Reporting Person acquired shares of Kraft. Consequently, the call option comprised shares of MO and Kraft, all of which were then exercised.
- (2) Shares beneficially owned did not change as a consequence of this transaction.
- (3) Represents shares or share equivalents acquired by reporting person pursuant to the March 30, 2007 distribution of Issuer's shares previously owned by Altria Group, Inc.
- (4) Units represent interests in Issuer's stock fund. Report is made in Units because it is not possible to calculate the number of shares.

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.