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KRAFT FOODS INC
Form 8-K
November 02, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 2, 2001

KRAFT FOODS INC.
(Exact name of registrant as specified in its charter)

Virginia	001-16483	52-2284372
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

Three Lakes Drive, Northfield, Illinois	60093-2753
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (847) 646-2000

(Former name or former address, if changed since last report.)

Item 5. Other Events.

Kraft Foods Inc. (the "Company") has filed with the Securities and Exchange Commission (the "Commission") a Prospectus dated August 30, 2001 and a Prospectus Supplement dated October 30, 2001 (Registration No. 333-67770) in connection with the public offering of \$1,250,000,000 4 5/8% Notes due 2006, \$2,000,000,000 5 5/8% Notes due 2011 and \$750,000,000 6 1/2% Notes due 2031

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(collectively, the "Notes"). The purpose of this Current Report on Form 8-K (the "Report") is to file with the Commission the Terms Agreement and certain other documents related to such offering.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits. The following documents are filed as part of this Report.

(c) Exhibits.

EXHIBIT NO. -----	DESCRIPTION -----
1	Terms Agreement dated as of October 30, 2001
4.1(a)	Specimen of 5 5/8% Note due 2011
4.1(b)	Terms of Notes Schedule
12	Statement regarding computation of ratios of earnings to fixed changes

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

KRAFT FOODS INC.

By: /s/ James P. Dollive

Name: James P. Dollive
Title: Senior Vice President and
Chief Financial Officer

Date: November 2, 2001

INDEX TO EXHIBITS

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