

KRAFT FOODS INC
 Form 4
 January 02, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

FORM 4

Washington, D.C. 20549

OMB APPROVAL

o Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF
 CHANGES IN BENEFICIAL OWNERSHIP

OMB Number: 3235-0287
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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*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Philip Morris Companies Inc.			Kraft Foods Inc. (NYSE-KFT)		<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year	
					12/30/2002	
120 Park Avenue						
(Street)					5. If Amendment, Date of Original (Month/Day/Year)	
New York			NY		10017	
(City)			(State)		(Zip)	
7. Individual or Joint/Group Filing (Check Applicable Line)						
<input checked="" type="checkbox"/> Form filed by One Reporting Person						
<input type="checkbox"/> Form filed by More than One Reporting Person						

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 Price (D)		
Class A common stock	12/30/02		P		5,000 A \$38.78		D
Class A common stock	12/30/02		P		17,000 A \$38.86		D
Class A common stock	12/30/02		P		5,500 A \$38.87		D

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Class A common stock	12/30/02	P	13,000	A	\$38.88		D
Class A common stock	12/30/02	P	5,000	A	\$38.89		D
Class A common stock	12/30/02	P	5,000	A	\$38.90		D
Class A common stock	12/30/02	P	5,000	A	\$38.93		D
Class A common stock	12/30/02	P	4,000	A	\$38.94		D
Class A common stock	12/30/02	P	10,000	A	\$38.95		D
Class A common stock	12/30/02	P	2,500	A	\$38.96		D
Class A common stock	12/30/02	P	8,000	A	\$38.97		D
Class A common stock	12/30/02	P	5,990	A	\$39.10	276,600,990	D

FORM 4 (Continued)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date

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|--|---|---|---|---|
| 7. Title and Amount of Underlying Securities
(Instr. 3 and 4) | 8. Price of Derivative Security
(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)
(Instr. 4) | 10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I)
(Instr. 4) | 11. Nature of Indirect Beneficial Ownership
(Instr. 4) |
|--|---|---|---|---|

Title Amount or Number
 of Shares

Explanation of Responses:

/s/ G. PENN HOLSENBECK

January 2, 2003

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**Signature of Reporting Person
G. Penn Holsenbeck
Vice President, Associate General
Counsel & Corporate Secretary

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
