

KRAFT FOODS INC
Form 4/A
February 14, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN 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)

1. Name and Address of Reporting Person *
BREARTON DAVID A

(Last) (First) (Middle)

KRAFT FOODS INC., THREE
LAKES DRIVE

(Street)

NORTHFIELD, IL 60093

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
KRAFT FOODS INC [KFT]

3. Date of Earliest Transaction
(Month/Day/Year)
03/30/2007

4. If Amendment, Date Original Filed(Month/Day/Year)
04/03/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ 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 Ownership (Instr. 4) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 03/30/2007 | | A | | 28,390 ⁽¹⁾ | A | \$ 0 |
| Units ⁽³⁾ ⁽⁴⁾ | 03/30/2007 | | A | | 5,757 | A | \$ 0 |
| | | | | | 92,724 ⁽²⁾ | D | |
| | | | | | 6,521.65 | I | By 401(k) Plan |

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

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SEC 1474 (9-02)

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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) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-------------------------------|
| | | | | Code | V | (A) | (D) | Title | |
| Stock Option (right to buy) | \$ 26.42 | 03/30/2007 | | A | | 1,507 | | Class A Common Stock | 1,507 |
| Stock Option (right to buy) | \$ 26.42 | 03/30/2007 | | A | | 1,922 | | Class A Common Stock | 1,922 |
| Stock Option (right to buy) | \$ 26.42 | 03/30/2007 | | A | | 3,184 | | Class A Common Stock | 3,184 |
| Stock Option (right to buy) | \$ 26.81 | 03/30/2007 | | A | | 3,966 | | Class A Common Stock | 3,966 |
| Stock Option (right to buy) | \$ 24.29 | 03/30/2007 | | A | | 4,063 | | Class A Common Stock | 4,063 |
| Stock Option (right to buy) | \$ 26.81 | 03/30/2007 | | A | | 4,316 | | Class A Common Stock | 4,316 |
| Stock Option (right to buy) | \$ 21.88 | 03/30/2007 | | A | | 5,992 | | Class A Common Stock | 5,992 |
| Stock Option (right to buy) | \$ 26.81 | 03/30/2007 | | A | | 6,210 | | Class A Common Stock | 6,210 |

| | | | | | | | | |
|--------------------------------------|----------|------------|---|-------|------------|------------|----------------------------|-------|
| Stock Option (right to buy) | \$ 25.71 | 03/30/2007 | A | 8,883 | 04/02/2007 | 01/31/2011 | Class A Common Stock | 8,883 |
|--------------------------------------|----------|------------|---|-------|------------|------------|----------------------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BREARTON DAVID A KRAFT FOODS INC. THREE LAKES DRIVE NORTHFIELD, IL 60093 | | | Executive Vice President | |

Signatures

/s/ Carol J. Ward, by Power of Attorney

02/14/2008

__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).
- (1) Amends total number of shares of Issuer common stock received in connection with the March 30, 2007 distribution of Issuer's shares previously owned by Altria Group, Inc.
- (2) Amends total number of shares beneficially owned by the reporting person.
- (3) Units represent interests in Kraft stock fund, which are payable in cash. Report is made in units because the reporting person's interest in the Kraft stock fund fluctuates with fund performance.
- (4) Previously reported as Class A Common Stock directly owned by the reporting person. Securities are units indirectly owned by the reporting person in Issuer's 401(k) plan.
- (5) Amends the total number of derivative securities beneficially owned by the reporting person.

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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