

KRAFT FOODS INC  
Form 8-K  
May 21, 2010

**UNITED STATES**  
**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): May 18, 2010

**KRAFT FOODS INC.**

(Exact name of registrant as specified in its charter)

Virginia  
(State or other jurisdiction  
of incorporation)

1-16483  
(Commission  
File Number)

52-2284372  
(I.R.S. Employer  
Identification No.)

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**Three Lakes Drive, Northfield, Illinois**  
(Address of Principal executive offices)

**60093-2753**  
(Zip Code)

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

**Not Applicable**

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On May 18, 2010, we held our annual meeting of shareholders in Skokie, Illinois. 1,402,992,290 shares of our common stock, or 81.04% of our outstanding shares of common stock, were represented in person or by proxy at the annual meeting. The results of matters submitted to a shareholder vote at the annual meeting are as follows:

- Our shareholders re-elected the following 12 directors to each serve a one-year term expiring on the date of the 2011 annual meeting of shareholders or until his or her successor has been duly chosen and qualified.

|                                | Number of Votes |             |           | Broker Non-Votes |
|--------------------------------|-----------------|-------------|-----------|------------------|
|                                | For             | Against     | Abstain   |                  |
| Ajaypal S. Banga               | 1,001,498,297   | 181,073,361 | 2,387,948 | 218,032,684      |
| Myra M. Hart                   | 1,048,709,509   | 133,995,543 | 2,257,407 | 218,029,831      |
| Lois D. Juliber                | 1,038,974,916   | 143,711,357 | 2,272,095 | 218,033,922      |
| Mark D. Ketchum                | 1,040,173,690   | 142,471,726 | 2,315,944 | 218,030,930      |
| Richard A. Lerner, M.D.        | 1,047,948,559   | 134,638,969 | 2,372,241 | 218,032,521      |
| Mackey J. McDonald             | 1,002,837,493   | 179,731,227 | 2,389,262 | 218,034,308      |
| John C. Pope                   | 1,040,489,729   | 142,003,870 | 2,465,857 | 218,032,834      |
| Fredric G. Reynolds            | 1,049,289,780   | 133,341,587 | 2,327,688 | 218,033,235      |
| Irene B. Rosenfeld             | 1,031,138,423   | 151,733,441 | 2,089,094 | 218,031,332      |
| Jean-François M.L. van Boxmeer | 1,048,273,057   | 134,319,494 | 2,367,199 | 218,032,540      |
| Deborah C. Wright              | 1,035,314,054   | 147,380,585 | 2,265,184 | 218,032,467      |
| Frank G. Zarb                  | 1,046,122,934   | 136,352,377 | 2,481,734 | 218,035,245      |

- Our shareholders ratified the selection of PricewaterhouseCoopers LLP as our independent auditors for the year ended December 31, 2010.

|  | Number of Votes |            |           | Broker Non-Votes |
|--|-----------------|------------|-----------|------------------|
|  | For             | Against    | Abstain   |                  |
|  | 1,388,342,437   | 12,343,638 | 2,306,215 | 0                |

- Our shareholders approved the shareholder proposal regarding shareholder action by written consent.

|  | Number of Votes |             |            | Broker Non-Votes |
|--|-----------------|-------------|------------|------------------|
|  | For             | Against     | Abstain    |                  |
|  | 609,035,811     | 537,406,442 | 38,506,212 | 218,043,825      |

**SIGNATURE**

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.

Date: May 21, 2010

Name: /s/ CAROL J. WARD  
Carol J. Ward  
Title: Vice President and Corporate Secretary