

KRAFT FOODS INC
Form 4
April 03, 2007

FORM 4

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

OMB APPROVAL

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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 *
CAMILLERI LOUIS C

(Last) (First) (Middle)
120 PARK AVENUE
(Street)

NEW YORK, NY 10017-5592

(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)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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	(D)	Price
Class A Common Stock	03/30/2007	03/30/2007	A		343,866 (1)	A	\$ 31.66
					361,866	D	
Class A Common Stock	03/30/2007	03/30/2007	A		102,222 (1)	A	\$ 31.66
					464,088	D	

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)	
					(A)	(D)	Date Exercisable	Expiration Date		
Stock option	\$ 15.82	03/30/2007	03/30/2007	A	82,073		04/02/2007	06/22/2007	Class A Common Stock	82,073 (2)
Stock option	\$ 14.32	03/30/2007	03/30/2007	A	118,405		04/02/2007	06/23/2008	Class A Common Stock	118,405 (2)
Stock option	\$ 14.42	03/30/2007	03/30/2007	A	134,079		04/02/2007	06/29/2009	Class A Common Stock	134,079 (2)
Stock option	\$ 14.42	03/30/2007	03/30/2007	A	134,079		04/02/2007	06/29/2009	Class A Common Stock	134,079 (2)
Stock option	\$ 7.69	03/30/2007	03/30/2007	A	138,404		04/02/2007	01/26/2010	Class A Common Stock	138,404 (2)
Stock option	\$ 17.68	03/30/2007	03/30/2007	A	158,757		04/02/2007	06/12/2011	Class A Common Stock	158,757 (2)
Stock option	\$ 16	03/30/2007	03/30/2007	A	175,448		04/02/2007	01/31/2011	Class A Common Stock	175,448 (2)
Stock option	\$ 18.97	03/30/2007	03/30/2007	A	207,606		04/02/2007	02/27/2012	Class A Common Stock	207,606 (2)
Stock option	\$ 23.45	03/30/2007	03/30/2007	A	207,606		04/02/2007	02/27/2012	Class A Common Stock	207,606 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
		X		

CAMILLERI LOUIS C
120 PARK AVENUE
NEW YORK, NY 10017-5592

Signatures

/s/ Marc S. Firestone, By Power of
Attorney

04/03/2007

__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) 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.
- (2) Represents rights to acquire Issuer's Class A Common Stock received by reporting person pursuant to the March 30, 2007 distribution of Issuer's shares previously owned by Altria Group, Inc.

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.