

KRAFT FOODS INC

Form 4

April 03, 2007

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

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 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

OMB APPROVAL

OMB
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(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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Class A Common Stock	03/30/2007	03/30/2007	A		5,757 (1)	A \$ 31.66	55,265 D
Class A Common Stock	03/30/2007	03/30/2007	A		24,397 A	\$ 31.66	79,662 D
Units							764.65 D

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

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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. D S (I
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Stock options	\$ 26.42	03/30/2007	03/30/2007	A	1,507	04/02/2007	06/29/2009	Class A Common Stock	1,507 (2)
Stock options	\$ 26.42	03/30/2007	03/30/2007	A	1,922	04/02/2007	01/31/2011	Class A Common Stock	1,922 (2)
Stock options	\$ 26.42	03/30/2007	03/30/2007	A	3,184	04/02/2007	06/29/2009	Class A Common Stock	3,184 (2)
Stock options	\$ 26.81	03/30/2007	03/30/2007	A	3,966	04/02/2007	01/26/2010	Class A Common Stock	3,966 (2)
Stock options	\$ 24.29	03/30/2007	03/30/2007	A	4,063	04/02/2007	01/26/2010	Class A Common Stock	4,063 (2)
Stock options	\$ 26.81	03/30/2007	03/30/2007	A	4,316	04/02/2007	06/29/2009	Class A Common Stock	4,316 (2)
Stock options	\$ 21.88	03/30/2007	03/30/2007	A	5,992	04/02/2007	01/26/2010	Class A Common Stock	5,992 (2)
Stock options	\$ 26.81	03/30/2007	03/30/2007	A	6,210	04/02/2007	06/29/2009	Class A Common Stock	6,210 (2)
Stock options	\$ 25.71	03/30/2007	03/30/2007	A	8,883	04/02/2007	01/31/2011	Class A Common Stock	8,883 (2)

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/ 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) In connection with the March 30, 2007 distribution of Issuer's shares previously owned by Altria Group, Inc., the reporting person received share equivalents under Issuer's stock fund.
- (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.
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