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HARD A								
May 21, 2009 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Multed States Securities AND EXCHANGE COMMISSION Washington, D.C. 20549 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 Number: Expires: Estimated a burden hou response	irs per
-	Symbol				g	Issuer		
S RESEARCH	(Month/D 05/20/20	ay/Year)	insaction			_X_ Director	10%	o Owner
(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
CA 92037						Person	wore than one Re	eporting
(State) (2	Zip) Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned
Title of ecurity (Month/Day/Year) 2. Transaction Date 2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)			SecuritiesHBeneficially()OwnedHFollowing()ReportedH	1		
05/20/2009		Code V A	Amount 4,989 (1)	(A) or (D) A	Price \$ 0	Transaction(s) (Instr. 3 and 4) 20,625 (2)	D	
	4 UNITED S DOX STATEM STATEM Filed purs Section 17(a Section 17(a (First) (M SRESEARCH 10550 N. TORF (Street) (Street) SA 92037 (State) ((2. Transaction Date (Month/Day/Year)	4 UNITED STATES SECUR Was STATEMENT OF CHAN Filed pursuant to Section 16 Section 17(a) of the Public Ut 30(h) of the Im sponses) ress of Reporting Person [±] 2. Issuer Symbol KRAFT (First) (Middle) 3. Date of (Month/D S RESEARCH 05/20/20 (Street) 4. If Amer Filed(Mon CA 92037 (State) (Zip) Table 2. Transaction Date 2A. Deemed (Month/Day/Year) (Month/Day/Year)	4 UNITED STATES SECURITIES AT Washington, in washington, in statement of CHANGES IN Hardson, in secure in secure in a secure in	4 UNITED STATES SECURITIES AND EXC Washington, D.C. 203 500 STATEMENT OF CHANGES IN BENEFI SECURITIES Filed pursuant to Section 16(a) of the Securiti Section 17(a) of the Public Utility Holding Com 30(h) of the Investment Company sponses) 30(h) of the Investment Company sponses) 2. Issuer Name and Ticker or Symbol ress of Reporting Person 1 2. Issuer Name and Ticker or Symbol (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) S RESEARCH 05/20/2009 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) (Zip) Table I - Non-Derivative S 2. Transaction Date 2. A. Deemed 3. (Month/Day/Year) Execution Date, if TransactionAcquired any Code (Month/Day/Year) (Instr. 3) (Instr. 3) Code V Amount 05/20/2009 A 4,989	4 UNITED STATES SECURITIES AND EXCHANT Washington, D.C. 20549 Sour STATEMENT OF CHANGES IN BENEFICIAL SECURITIES Filed pursuant to Section 16(a) of the Securities Exsection 17(a) of the Public Utility Holding Company and Security Holding Company 30(h) of the Investment Company Act 30(h) of 10(honth/Day/Year) sponses) 2. Issuer Name and Ticker or Tradin Symbol KRAFT FOODS INC [KFT] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securit 30(h) or Code Disport of (D) (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securit 30(h) or Code Disport of (D) (Month/Day/Year) (Month/Day/Year) (Instr. 8)	4 UNITED STATES SECURITIES AND EXCHANGE (Washington, D.C. 2054) STATEMENT OF CHANGES IN BENEFICIAL OW SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Section 17(a) of the Public Utility Holding Company Act of 19 and the public Utility Holding Company Act of 19 sponses) ress of Reporting Person [±] Clissuer Name and Ticker or Trading Symbol KRAFT FOODS INC [KFT] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) SRESEARCH 05/20/2009 OS/2012/009 (Street) A 92037 (State) (State) (Zip) Table I - Non-Derivative Securities Act (State) (Month/Day/Year)		

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 required to respond unless the form 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 o Derivativ Security (Instr. 3)	e Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Amou Unde Secur	le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Other

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Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer		
LERNER RICHARD A THE SCRIPPS RESEARCH INSTITUTE 10550 N. TORREY PINES ROAD LA JOLLA, CA 92037	Х				
Signatures					
Carol J. Ward, by Power of Attorney	05/21/200	9			
**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) Grant of restricted stock under the Issuer's 2006 Stock Compensation Plan for Non-Employee Directors. The stock vests on May 19, 2010.
- (2) Total number of shares owned includes 1,290 shares acquired through a dividend reinvestment program.

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.