KRAFT FOODS INC

Form 4 April 05, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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January 31, Expires: 2005

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obligations may continue. See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * POPE JOHN C

2. Issuer Name and Ticker or Trading Symbol

KRAFT FOODS INC [KFT]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(First) (Middle)

(Month/Day/Year) Execution Date, if

3. Date of Earliest Transaction

X Director

Officer (give title

10% Owner Other (specify

810 S. RIDGE RD

(Last)

1.Title of

Security

(Instr. 3)

(Month/Day/Year)

4. If Amendment, Date Original

(Instr. 8)

04/01/2005

below) 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

> _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

LAKE FOREST, IL 60045

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) 5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

Following (Instr. 4) Reported

(A) or

(Instr. 3, 4 and 5)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

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SEC 1474 (9-02)

(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactionof		Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities		

D

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Derivative Acquired Security (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Amount Exercisable Date or Number of Shares **CLASS A PHANTOM** (1) (1) <u>(1)</u> 04/01/2005 04/01/2005 337 **COMMON** 337 **STOCK**

STOCK

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

POPE JOHN C

810 S. RIDGE RD X

LAKE FOREST, IL 60045

Signatures

/s/ Krista A. Endres, by power of attorney

04/05/2005

**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) The units are to be settled in cash upon the reporting person's termination as a member of the Issuer's board of directors.
- (2) The phantom stock was accrued on April 1, 2005 under the Kraft Foods Inc. 2001 Compensation Plan for Non-Employee Directors based on the closing price (\$33.05) on March 31, 2005.

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.

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