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KRAFT FOODS INC  
Form POS AM  
April 17, 2002

As filed with the Securities and Exchange Commission on April 17, 2002

Registration No. 333-67770

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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KRAFT FOODS INC.  
(Exact name of Registrant as specified in its charter)

Virginia  
(State or other jurisdiction  
of incorporation or organization)

52-2284372  
(IRS Employer  
Identification Number)

Three Lakes Drive  
Northfield, Illinois 60093  
(847) 646-2000

(Address, including zip code, and telephone number, including area code, of  
Registrant's principal executive office)

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Calvin J. Collier, Esq.  
Kraft Foods Inc.  
Three Lakes Drive  
Northfield, Illinois 60093  
(847) 646-2000  
(Name, address, including zip code, and  
telephone number, including area code, of  
agent for service)

Copies to:  
Jerry E. Whitson, Esq.  
Hunton & Williams  
200 Park Avenue  
New York, New York 10166-0136  
(212) 309-1000

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PURPOSE OF AMENDMENT

Termination of Offering and Removal of Debt Securities and Warrants to  
Purchase Debt Securities from Registration.

The Registrant registered \$5,000,000,000 in debt securities or  
warrants to purchase debt securities under this Registration Statement on Form  
S-3 (the "Registration Statement"), \$4,000,000,000 of which has been sold.

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The offering contemplated by the Registration Statement has terminated. Pursuant to the undertakings in Item 17 of the Registration Statement, the Registrant is removing from registration, by means of a post-effective amendment to the Registration Statement, any of the securities registered under the Registration Statement that remained unsold at the termination of the offering.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Northfield, State of Illinois, on April 17, 2002.

KRAFT FOODS INC.

By: /s/ JAMES P. DOLLIVE

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Name: James P. Dollive  
Title: Senior Vice President and  
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----
/s/ BETSY D. HOLDEN ----- Betsy D. Holden	Co-Chief Executive Officer and Director (principal co-executive officer)
/s/ ROGER K. DEROMEDI ----- Roger K. Deromedi	Co-Chief Executive Officer and Director (principal co-executive officer)
/s/ JAMES P. DOLLIVE ----- James P. Dollive	Senior Vice President and Chief Financial Officer (principal financial officer)
/s/ JOHN F. MOWRER, III ----- John F. Mowrer, III	Vice President and Controller (principal accounting officer)
/s/ GEOFFREY C. BIBLE ----- Geoffrey C. Bible	Director
/s/ LOUIS C. CAMILLERI ----- Louis C. Camilleri	Director
/s/ W. JAMES FARRELL -----	Director

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W. James Farrell

/s/ JOHN C. POPE

Director

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John C. Pope

/s/ MARY L. SCHAPIRO

Director

Ap

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Mary L. Schapiro

/s/ WILLIAM H. WEBB

Director

Ap

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William H. Webb

/s/ DEBORAH C. WRIGHT

Director

Ap

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Deborah C. Wright