

KRAFT FOODS INC  
Form 4  
February 25, 2011

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**ROSENFELD IRENE B**

(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)  
**02/23/2011**

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)  
**Chairman & CEO**

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 or Price		
Class A Common Stock	02/23/2011		A		83,930 (1)	A	\$ 0 843,925 D
Class A Common Stock	02/23/2011		A		162,023 (2)	A	\$ 0 1,005,948 D
Class A Common Stock	02/23/2011		F		67,160 (3)	D	\$ 31.825 938,788 D

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

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(9-02)

**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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (right to buy)	\$ 31.825	02/23/2011		A	503,570	(4) 02/23/2021	Class A Common Stock 503,570

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSENFELD IRENE B KRAFT FOODS INC. THREE LAKES DRIVE NORTHFIELD, IL 60093	X		Chairman & CEO	

## Signatures

/s/ Phuong Lam, by Power of Attorney  
Date: 02/25/2011

\_\_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) Shares of restricted stock awarded under Kraft Foods' Amended and Restated 2005 Performance Incentive Plan. Shares will vest on February 24, 2014.
- (2) Shares of common stock received upon vesting of performance share awards under Kraft Foods' Amended and Restated 2005 Performance Incentive Plan.
- (3) Withholding of shares of common stock to satisfy tax withholding obligations in connection with the vesting of performance shares.
- (4) Options will vest in three annual installments as follows: 33% on February 23, 2012; 33% on February 25, 2013; and 34% on February 24, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

## Edgar Filing: KRAFT FOODS INC - Form 4

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