MAY KAREN J Form 4

February 27, 2012

FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

3235-0287

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Add MAY KARE	•	ing Person *	2. Issuer Name and Ticker or Trading Symbol KRAFT FOODS INC [KFT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
KRAFT FOODS INC., THREE LAKES DRIVE (Street)			02/23/2012	X Officer (give title Other (specify below)			
				EVP, Global Human Resources			
			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
NORTHFIELD, IL 60093				_X_ Form filed by One Reporting Person Form filed by More than One Reportin Person			

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y 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. Securition Dispose (Instr. 3, 4)	ed of (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)
Class A Common Stock	02/23/2012		A	32,966 (1)	A	\$0	197,902	D	
Class A Common Stock	02/23/2012		F	13,139 (2)	D	\$ 37.995	184,763	D	
Class A Common Stock	02/23/2012		A	11,850 (3)	A	\$0	196,613	D	

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

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SEC 1474 (9-02)

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

1. Title of Derivative Conversion or Exercise (Instr. 3) Price of Derivative Security		3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of or 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)	\$ 37.995	02/23/2012		A	71,060	<u>(4)</u>	02/23/2022	Class A Common Stock	71,060

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MAY KAREN J KRAFT FOODS INC. THREE LAKES DRIVE NORTHFIELD, IL 60093

EVP, Global Human Resources

Signatures

/s/ Phuong Lam, by Power of Attorney

02/27/2012

**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 common stock received upon vesting of performance share awards under Kraft Foods' Amended and Restated 2005 Performance Incentive Plan.
- (2) Withholding of shares of common stock to satisfy tax withholding obligations in connection with the vesting of performance shares.
- (3) Shares of restricted stock awarded under Kraft Foods' Amended and Restated 2005 Performance Incentive Plan. Shares will vest on February 23, 2015.
- Options will vest in three annual installments as follows: 33% on February 23, 2013; 33% on February 23, 2014; and 34% on February 23, 2015.

Reporting Owners 2

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