KRAFT FOODS INC
Form 4
February 03, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 4
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
( ) Check this box if no longer subject to Section 16.
Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person
   John F. Baxter
   800 Westchester Avenue
   NY, Rye Brook 10573-1301
2. Issuer Name and Ticker or Trading Symbol
   Kraft Foods Inc. (KFT)

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year
   1/31/2003
5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
   ( ) Director ( ) 10% Owner (X) Officer (give title below) ( ) Other (specify below)
Senior Vice President, Research and Development/Quality, Kraft Foods International

7. Individual or Joint/Group Filing (Check Applicable Line)
   (X) 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	2. Transaction Date	Code	V	4. Securities Acquired (A) or Disposed of (D) Amount	A/D	Price	5. Amount of Securities Beneficially Owned at End of Month
Class A Common Stock	1/31/2003	P		5100	A	$31.10	
Class A Common Stock	1/31/2003	P		1900	A	$31.07	15335
Class A Common Stock	1/31/2003	I		3247 1	A	$31.85	3247
Class A Common Stock							100

Table II -- Derivative Securitites Acquired, Disposed of, or Beneficially Owned

1.Title of Derivative Security	2.Con-version or Exer	3. Transaction	4.	5.Number of Derivative Securities Acqui	6.Date Exercisable and Expiration	7.Title and Amount of Underlying Securities	8.P of vat

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Price of Deriva- tive Secu- rity	Date	Code V	Amount	A/ D	Date Exer- cisa- ble	Expir ation Date	Title and Number of Shares	rit

Explanation of Responses:
1. On January 31, 2003, the reporting person acquired 3,247 shares of KFT Class A Common Stock under the Kraft Thrift Plan.
2. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.