KRAFT FOODS INC

Form 4

October 04, 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Washington, D.C. 20549

OMB 3235-0287

Number: January 31, Expires: 2005

10% Owner

OMB APPROVAL

Estimated average burden hours per

response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

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

Issuer

(Street)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

(Check all applicable)

810 S. RIDGE RD

(Last)

(City)

1.Title of

Security

(Instr. 3)

10/02/2006

Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original Filed(Month/Day/Year)

(Instr. 8)

Applicable Line)

X_ Director

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

LAKE FOREST, IL 60045

(State) (Zip)

2. Transaction Date 2A. Deemed

4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

(Month/Day/Year)

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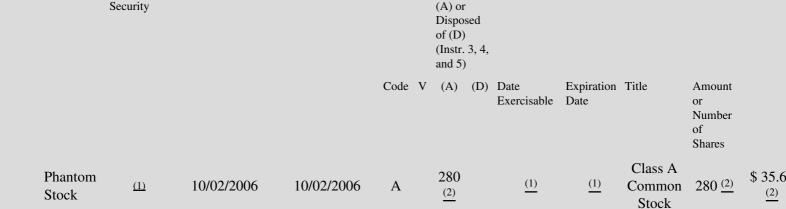
SEC 1474 (9-02)

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

1. Title of		3. Transaction Date				6. Date Exercisable and		
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onof	Expiration Date	Underlying Securities	Derivativ
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities			(Instr. 5)

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Acquired



Reporting Owners

Derivative

Reporting Owner Name / Address	Relationships				
Transfer and the same and	Director	10% Owner	Officer	Other	
POPE JOHN C					
810 S. RIDGE RD	X				
LAKE FOREST, IL 60045					

Signatures

/s/ Marc S. Firestone, by power of attorney 10/04/2006

**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).
- Each share of phantom stock is the economic equivalent of one share of Class A Common Stock. The shares of phantom stock, which

 (1) were acquired under the Kraft Foods Inc. 2006 Stock Compensation Plan for Non-Employee Directors, become payable in cash upon the reporting person's termination of service as a member of the issuer's board of directors.
- (2) The number of shares of phantom stock credited to the reporting person is determined by dividing the retainer fees earned by the reporting person during the quarter by the closing price (\$35.66) of the Issuer's Class A Common Stock on 9/29/2006.
- (3) This number includes shares of phantom stock credited to the reporting person's account as a result of the reinvestment of dividends on the Class A Common Stock.

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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