

KRAFT FOODS INC
Form DEFA14A
April 22, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Kraft Foods Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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- x No fee required.
- .. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:

 - (2) Aggregate number of securities to which transaction applies:

 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

 - (4) Proposed maximum aggregate value of transaction:

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- .. Fee paid previously with preliminary materials.
- .. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
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 - (3) Filing Party:

 - (4) Date Filed:

Email from Carol J. Ward (Vice President and Corporate Secretary) to all employee restricted stockholders dated April 22, 2010:

Email sent with High Importance flag

Subject Line/Headline: Kraft Foods 2010 Annual Meeting of Shareholders

Greetings:

You are receiving this email because you hold Kraft Foods restricted stock. By now, you should have received in the U.S. Mail a Notice of Internet Availability of Proxy Materials. The Notice includes information about our 2010 Annual Meeting of Shareholders to be held on Tuesday, May 18, 2010. The Notice describes how to access our proxy materials for the meeting and to vote on-line. The Notice also contains instructions to request printed copies of our proxy materials if you so prefer.

We encourage you to vote **FOR** the following key business items to be addressed at the Annual Meeting:

Election of 12 directors; and
Ratification of the selection of PricewaterhouseCoopers LLP as our independent auditors for the fiscal year ending December 31, 2010.

We also encourage you to vote **AGAINST** :

Shareholder proposal regarding shareholder action by written consent.

You can find more information about these matters and the Board of Directors' recommendations in our proxy statement, which is available at www.kraftfoodscompany.com/investor.

If you have not already done so, **PLEASE VOTE TODAY**. You can do so by the Internet, by telephone or by sending in your proxy card. Your vote is important, no matter how many shares you may own.

If you did not receive or have misplaced your Notice, please contact Wells Fargo Shareowner Services at 1-800-468-9716. Wells Fargo also can assist you in voting.

If **YOU** do not vote your shares, they will not be voted.