

KRAFT FOODS INC  
Form 4  
April 03, 2007

**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 \*  
VOGELSANG FRANZ-JOSEF

(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)  
03/30/2007

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)  
Executive Vice President

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount  | (D) | Price |

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

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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 Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3)    | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | Code | V | (A)    | (D) | Date<br>Exercisable | Expiration<br>Date | Title                      | Amount<br>or<br>Number<br>of Shares |
|---------------|------------------------------------|------------------|------------|--|------|---|--------|-----|---------------------|--------------------|----------------------------|-------------------------------------|
| Stock options | \$ 14.42                           | 03/30/2007       | 03/30/2007 | A  |      |   | 6,664  |     | 04/02/2007          | 06/29/2009         | Class A<br>Common<br>Stock | 6,664<br><u>(1)</u>                 |
| Stock options | \$ 15.82                           | 03/30/2007       | 03/30/2007 | A  |      |   | 10,255 |     | 04/02/2007          | 06/22/2007         | Class A<br>Common<br>Stock | 10,255<br><u>(1)</u>                |
| Stock options | \$ 14.32                           | 03/30/2007       | 03/30/2007 | A  |      |   | 15,480 |     | 04/02/2007          | 06/23/2008         | Class A<br>Common<br>Stock | 15,480<br><u>(1)</u>                |
| Stock options | \$ 14.42                           | 03/30/2007       | 03/30/2007 | A  |      |   | 19,030 |     | 04/02/2007          | 06/29/2009         | Class A<br>Common<br>Stock | 19,030<br><u>(1)</u>                |
| Stock options | \$ 16                              | 03/30/2007       | 03/30/2007 | A  |      |   | 23,860 |     | 04/02/2007          | 01/31/2011         | Class A<br>Common<br>Stock | 23,860<br><u>(1)</u>                |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |                             |
|--|---------------|-----------|---------|-----------------------------|
|  | Director      | 10% Owner | Officer | Other                       |
| VOGELSANG FRANZ-JOSEF<br>KRAFT FOODS INC.<br>THREE LAKES DRIVE<br>NORTHFIELD, IL 60093 |               |           |         | Executive Vice<br>President |

## Signatures

/s/ Marc S.  
Firestone

04/03/2007

\*\*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) In connection with the March 30, 2007 distribution of Issuer's shares previously owned by Altria Group, Inc., the reporting person received share equivalents under Issuer's stock fund.

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.