KRAFT FOODS INC

Form 4

February 24, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB

OMB APPROVAL

Number:

3235-0287

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January 31, 2005

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

Check this box

SECURITIES 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. See Instruction

1(b).

(Print or Type Responses)

(Last)

(City)

LAKES DRIVE

1. Name and Address of Reporting Person * SEARER RICHARD G

(First)

(Street)

(State)

02/20/2009

2. Issuer Name and Ticker or Trading Symbol

Issuer

below)

(Middle)

(Zip)

3. Date of Earliest Transaction

KRAFT FOODS INC [KFT]

(Month/Day/Year)

Filed(Month/Day/Year)

02/20/2009

(Check all applicable)

5. Relationship of Reporting Person(s) to

Director 10% Owner X_ Officer (give title Other (specify

below)

KRAFT FOODS INC., THREE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

EVP, President-Kraft NA

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NORTHFIELD, IL 60093

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

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

(A)

25,390

(1)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Class A Common

Stock

Α

\$0 195,591

D

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

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

(9-02)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of orDerivative 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 Option (right to buy)	\$ 23.638	02/20/2009		A	101,560	(2)	02/20/2019	Class A Common Stock	101,560

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SEARER RICHARD G KRAFT FOODS INC. THREE LAKES DRIVE NORTHFIELD, IL 60093

EVP, President-Kraft NA

Signatures

/s/ Irma Villarreal, by Power of Attorney 02/24/2009

**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 restricted stock awarded pursuant to Issuer's 2005 Performance Incentive Plan. Shares will vest on February 17, 2012.
- Options will vest in three annual installments as follows: 33% vest on February 19, 2010; 33% vest on February 18, 2011; and 34% vest on February 17, 2012.

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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