

KRAFT FOODS INC  
Form 8-K  
August 13, 2007

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
The Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): August 8, 2007  
KRAFT FOODS INC.  
(Exact name of registrant as specified in its charter)**

**Virginia**  
(State or other jurisdiction  
of incorporation)

**1-16483**  
(Commission  
File Number)

**52-2284372**  
(I.R.S. Employer  
Identification No.)

**Three Lakes Drive, Northfield,  
Illinois**  
(Address of Principal executive  
offices)

**60093-2753**  
(Zip Code)

Registrant's Telephone number, including area code: **(847) 646-2000**  
**Not Applicable**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibit is filed with this Form 8-K:

<b>Exhibit Number</b>	<b>Registration Number 333-113620 Exhibit Number</b>	<b>Description</b>
5.1	5.1	Opinion dated August 8, 2007 of Sidley Austin LLP

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

KRAFT FOODS INC.

Date: August 13, 2007

/s/ CAROL J. WARD

Name: Carol J. Ward

Title: Vice President and Corporate Secretary

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**EXHIBIT INDEX**

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