

KRAFT FOODS INC  
Form DEFA14A  
May 12, 2009

**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:

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

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(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):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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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.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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Email from Carol J. Ward (Vice President and Corporate Secretary) to all employee restricted stockholders dated May 12, 2009

*Email sent with High Importance flag*

Subject Line/Headline: Kraft Foods 2009 Annual Meeting of Shareholders

You are receiving this email because you hold Kraft Foods restricted stock. By now, you should have received in the mail a Notice of Internet Availability. The Notice includes information about our 2009 Annual Meeting of Shareholders on Wednesday, May 20, 2009. 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 ten directors;

Approval of the Amended and Restated 2005 Performance Incentive Plan; and

Ratification of the selection of PricewaterhouseCoopers LLP as Kraft Foods independent auditors for the year 2009. We also encourage you to vote **AGAINST** the shareholder proposal regarding special shareholder meetings.

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](http://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 of Internet Availability, please contact Wells Fargo Shareowner Services at 1-800-468-9716. Wells Fargo also can assist you in voting.