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KRAFT FOODS INC

Form 3

November 08, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of R Person * Stone West Mary		Statement (Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol KRAFT FOODS INC [KFT]				
(Last) (First)	(Middle)	10/29/2007	4. Relationsh Person(s) to I		g	5. If Amendment, Date Original	
KRAFT FOODS INC., THREE LAKES DRIVE			(Check all applicable)			Filed(Month/Day/Year)	
(Street) NORTHFIELD, IL.	60093				ow)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person	
(City) (State)	(Zip)	Table I - Non-Derivative Securities Beneficially Owned					
1.Title of Security (Instr. 4)		2. Amount of Beneficially (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	Owne	4. Nature of Indirect Beneficial Ownership Instr. 5)	
Class A Common Stock		3,540		D	Â		
Class A Common Stock		12,760 <u>(1)</u>		D	Â		
Class A Common Sto	ck	17,250 (2)		D	Â		
Class A Common Sto	ck	14,430 (3)		D	Â		
Reminder: Report on a separate line for each class of securities beneficiowned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displ			t s	EC 1473 (7-02	2)		

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

currently valid OMB control number.

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1. Title of Derivative Security (Instr. 4)	2. Date Exer Expiration D (Month/Day/Year)	ate	3. Title and A Securities Un Derivative Se (Instr. 4)	derlying	4. 5. Conversion Ownersh or Exercise Form of Price of Derivativ		6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)		
Employee Stock Option (right to buy)	(4)	06/12/2011	Class A Common Stock	19,370	\$ 31	D	Â	
Employee Stock Option (right to buy)	(5)	06/12/2011	Class A Common Stock	16,130	\$ 31	D	Â	

Reporting Owners

Reporting Owner Name / Address	Relationships				
•	Director	10% Owner	Officer	Other	
Stone West Mary E					
KRAFT FOODS INC.	â	Â	EVP & Chief Marketing Officer	Â	
THREE LAKES DRIVE	А		A EVP & Chief Warketing Officer	Α	
NORTHFIELD, IL 60093					

Signatures

Irma Villarreal, by Power of Attorney 11/08/2007

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- Represents shares of restricted stock granted on January 25, 2005, under Issuer's 2001 Performance Incentive Plan which is exempt under (1) Rule 16b-3. The restrictions on the shares lapse and vest on February 4, 2008, provided that the employee remains an employee of Kraft (or a subsidiary or affiliate) during the entire restricted period.
- Represents shares of restricted stock granted on January 24, 2006, under Issuer's 2005 Performance Incentive Plan which is exempt under (2) Rule 16b-3. The restrictions on the shares lapse and vest on February 11, 2009, provided that the employee remains an employee of Kraft (or a subsidiary or affiliate) during the entire restricted period.
- Represents shares of restricted stock granted on January 29, 2007, under Issuer's 2005 Performance Incentive Plan which is exempt under (3) Rule 16b-3. The restrictions on the shares lapse and vest on February 12, 2010, provided that the employee remains an employee of Kraft (or a subsidiary or affiliate) during the entire restricted period.
- (4) Represents stock options granted on June 12, 2001, under Issuer's 2001 Performance Incentive Plan which is exempt under Rule 16b-3. The stock options vested in full (100%) on January 31, 2003.
 - Represents performance-accelerated stock options granted on June 12, 2001, under Issuer's 2001 Performance Incentive Plan which is exempt under Rule 16b-3. The options would fully vest on June 12, 2006 unless Issuer's stock price reached certain pre-determined
- (5) targets on the first, second and third anniversaries of the grant. The target was met on the first anniversary of the grant at which time one-third of the grant vested; targets were not met on the second and third anniversaries, therefore the stock options vested fully on June 12, 2006, and remain outstanding.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

Reporting Owners 2

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