

KRAFT FOODS INC
Form 4
December 30, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

FORM 4

Washington, D.C. 20549

OMB APPROVAL

o 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

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

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Philip Morris Companies Inc.			Kraft Foods Inc. (NYSE-KFT)		<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year		
120 Park Avenue				12/27/2002		
(Street)					5. If Amendment, Date of Original (Month/Day/Year)	
New York	NY	10017			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City)	(State)	(Zip)				

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Class A common stock	12/27/02		P		3,000 A \$39.04		D
Class A common stock	12/27/02		P		3,000 A \$39.07		D
Class A common stock	12/27/02		P		2,000 A \$39.08		D

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Class A common stock	12/27/02	P	3,000	A	\$39.09	D
Class A common stock	12/27/02	P	8,000	A	\$39.10	D
Class A common stock	12/27/02	P	2,000	A	\$39.11	D
Class A common stock	12/27/02	P	8,000	A	\$39.13	D
Class A common stock	12/27/02	P	5,000	A	\$39.14	D
Class A common stock	12/27/02	P	8,000	A	\$39.15	D
Class A common stock	12/27/02	P	6,000	A	\$39.17	D
Class A common stock	12/27/02	P	5,000	A	\$39.18	D
Class A common stock	12/27/02	P	4,000	A	\$39.19	D
Class A common stock	12/27/02	P	12,000	A	\$39.20	D
Class A common stock	12/27/02	P	4,000	A	\$39.21	D
Class A common stock	12/27/02	P	1,000	A	\$39.22	D
Class A common stock	12/27/02	P	6,000	A	\$39.23	D
Class A common stock	12/27/02	P	12,000	A	\$39.24	D
Class A common stock	12/27/02	P	4,000	A	\$39.28	D

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Class A 12/27/02 P 4,000 A \$39.29 276,515,000 D
 common
 stock

FORM 4 (Continued)

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

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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)	
					Code V	(A) (D)	Date Exercisable	Expiration Date

7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Title	Amount or Number of Shares
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Explanation of Responses:

/s/ G. PENN HOLSENBECK
Vice President, Associate General
Counsel and Corporate Secretary

December 30, 2002

**Signature of Reporting Person

Date

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

* 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).

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