SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* 2. Date of Event Requiring Statement (Month/Day/Year)   Jones Kim Harris 11/09/2009				nent	3. Issuer Name and Ticker or Trading Symbol <u>KRAFT FOODS INC</u> [ KFT ]								
(Last) KRAFT FOO	(First) DS INC.	(Middle)			4. Relationship of Reporting Perso (Check all applicable) Director			10% Owner		5. If Amendment, Date of Original Filed (Month/Day/Year)			
THREE LAKES DRIVE					X	Officer (give title below) SVP and Corporate	Other (specify below)		cify	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person			
(Street) NORTHFIEL	D IL	60093				ovi and corporate	CO	nuoner				y More than One	
(City)	(State)	(Zip)											
Table I - Non-Derivative Securities Beneficially Owned													
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4)		Fo			4. Nature of Indirect Beneficial Ownership (Instr. 5)			
Class A Common Stock					17,620(1)			D					
Units					67 <sup>(2)</sup>			Ι		401(k) Plan			
Table II - Derivative Securities Beneficially Owned     (e.g., puts, calls, warrants, options, convertible securities)													
EX EX			Expiration D	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securi Underlying Derivative Securi		ty (Instr. 4) Co or		onversion Exercise rice of	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiration Date	Title	3		Amount or Number of Shares	Deriva Securi	tive	Direct (D) or Indirect (I) (Instr. 5)		

Explanation of Responses:

1. Shares of restricted stock awarded pursuant to Issuer's 2005 Performance Incentive Plan. Shares will vest in three annual installments as follows: 5,873 on June 15, 2010; 5,873 on June 15, 2011, and 5,874 on June 15, 2012.

2. Units represent interests in the Kraft Foods Stock Fund under the Company's 401(k) plan. The units are payable in cash. Reporting person's interests in the Kraft Foods Stock Fund fluctuates with the fund's performance. The information in this report is based on a plan statement dated as of November 9, 2009.

<u>Irma Villarreal, by Power of</u>

Attorney

11/10/2009

Date

\*\* Signature of Reporting Person

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 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Phuong Lam, Irma Villarreal and Carol J. Ward, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;

(2) execute for and on behalf of the undersigned, in the undersigned's capacity as an executive officer of Kraft Foods Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

This Power of Attorney revokes all prior Powers of Attorney relating to reporting under Section 16 of the Securities Exchange Act of 1934 of the Company's securities and shall remain in effect until revoked by a subsequently filed instrument.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of September, 2009.

/s/ Kim Harris Jones Signature of Executive Officer Kim Harris Jones Print Name