FORM 4

o Check this box if no longer subject to Section 16. Form 4 or Form 5 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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

obligations may continue. See
Instruction 1(b).

(Print or Type Responses)

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

Name and Address of Reporting Person* Philip Marie Companie Lee					Issuer Name and Ticker or Trading Symbol				6.	Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X_ 10% Owner						
Philip Morris Companies Inc.						Kraft Foods Inc. (NYSE-KFT)							Director		<u>A</u> 10% C	owner
(Last) (First) (Middle)			3.	Nun Pers	S. Identification on the of Reporting on, if an entity			Statement for Month/Day/Year							ther ecify below)	
	120 Park Avenue				(vol	luntary)		1	12/16/2002							
(Street) New York NY 10017							5. If Amendment, Date of Original (Month/Day/Year)				7.	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	e I —	Non-Deriv	ative Secur	ities Acc	quire	d, Dispos	ed of, or B	enefic	ially Owned			
1.	Title of 2. Security (Instr. 3)	Transaction Date 2A	Date, if any	on		Transaction Code 4. (Instr. 8)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Owner Form: (D) or (I) (Instr. 4	Direct Indirect	Nature of Indirect Beneficial Ownership (Instr. 4)	
		(Month/Day/Year)	(Month/Day/Year	·)		Code	V	Amou	Amount (A) or Price (D)		-					
	Class A common stock	12/16/02				P		9,000		A	\$39.30			D		
	Class A common stock	12/16/02				P		8,000		A	\$39.34			D		
	Class A common stock	12/16/02				P		4,000		A	\$39.35			D		
	Class A common stock	12/16/02				P		16,000)	A	\$39.36			D		
	Class A common stock	12/16/02				P		4,000		A	\$39.37			D		
	Class A common stock	12/16/02				P		7,000		A	\$39.38			D		
	Class A common stock	12/16/02				P		4,000		A	\$39.39			D		
	Class A common stock	12/16/02				P		16,000)	A	\$39.40			D		
	Class A common stock	12/16/02				P		4,000		A	\$39.43			D		
	Class A common stock	12/16/02				P		8,000		A	\$39.55			D		
	Class A common stock	12/16/02				P		5,000		A	\$39.56			D		
	Class A common stock	12/16/02				P		3,000		A	\$39.57			D		
	Class A common stock	12/16/02				P		4,000		A	\$39.65			D		
	Class A common stock	12/16/02				P		4,000		A	\$39.70			D		
	Class A common stock	12/16/02				P		9,000		A	\$40.00		275,795,000	D		

1.	Title of Derivative 2. Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Transaction Date (Month/Day/Year)	3A.	Deemed Execution Date, if any (Month/Day/Year)	4.		Transaction Code (Instr. 8)		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 Und	erlying Securities	8.	Price of Der	rivative 9.	Nur	mber of D	erivative		10.	Ownership Form	of	11.	Nature of	
	(Instr. 3 and 4)	, ,		Security (Instr. 5)		Sec Ow Rep	urities Be ned Follo	neficially	ı		Derivative Securi Direct (D) or Ind (Instr. 4)	ities	(I)	Indirect Beneficial Ownership (Instr. 4)	
	Title	Amount or Nur Shares	mber of												
_															
Exp	planation of Responses:														
			/s/ AMY J. ENGEL President and Treasu	rer							Decembe	er 17	2002		
		**Signature of Reporting Person							Date						
	Reminder: Report on a s				ed directly or indirectly						L				
	* If the form is	filed by more than or	ne reporting person, se	ee Instruction	4(b)(v).										
	** Intentional m	isstatements or omiss	ions of facts constitut	e Federal Cri	minal Violations. See 1	8 U.S.0	C. 1001 ar	nd 15 U.S.C	C. 78	ff(a).					

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