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: 3235-0 Expires: January 31, 2005 3235-0287 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 Morris Companies Inc.				2.	Issuer Name and Ticker or Trading Symbol Kraft Foods Inc. (NYSE-KFT)						6.	Relationship of Reporting Person(s) to Issuer (Check all applicable) DirectorX_ 10% Owner					
_		Philip Morris Compan	ies Inc.		_	Kra	art Foods	ınc. (NYSI	±-KF″	1)			-	Director		<u>X</u> 10%	Owner
	(Last)	(First)		(Middle)	3.	Nu Per	.S. Identif mber of R son, if an	eporting			ement for nth/Day/Ye	ar		Officer (give title	below)	Oth (spe	er cify below)
	120 Park Avenue					(vo	luntary)			12/2	20/2002		_				
	New York	(Street)		10017						Orig	mendment ginal onth/Day/Y		7.	(Check Applic X Form f	able Lin	e) One Reporting P More than	erson
_	(City)	(State)		(Zip)										One re-	porting	1 010011	
_		(5.1.15)		(-	Tab	le I —	– Non-De	rivative Se	ecuri	ties Acquir	ed, Dispos	sed of, or B	enefi	cially Owned			
1.	Title of 2. Security (Instr. 3)	Transaction Date (Month/Day/Year)	2A.	2A. Deemed Execution Date, if any (Month/Day/Year)		3.	Transaction Code 4 (Instr. 8)		4.	. Securities Acqui Disposed of (D) (Instr. 3, 4 and 5		D)		Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Fo (D (I)	Form: Direct I (D) or Indirect I (I) (7. Nature of Indirect Beneficial Ownership (Instr. 4)
		(Nonth Day) Tear)		(Month/Day/ Teal	,		Code	V		Amount	(A) or (D)	Price					
	Class A common stock	12/20/02					P			4,000	A	\$38.84			D		
	Class A common stock	12/20/02					P			4,000	A	\$38.85			D		
	Class A common stock	12/20/02					P			5,000	A	\$38.95			D		
	Class A common stock	12/20/02					P			5,000	A	\$38.96			D		
	Class A common stock	12/20/02					P			9,000	A	\$38.97			D		
	Class A common stock	12/20/02					P			17,000	A	\$38.98			D		
	Class A common stock	12/20/02					P			10,000	A	\$39.00			D		
	Class A common stock	12/20/02					P			3,000	A	\$39.01			D		
	Class A common stock	12/20/02					P			4,000	A	\$39.03			D		
	Class A common stock	12/20/02					P			4,000	A	\$39.07			D		
_					_	_			_				_				
	Class A common stock	12/20/02					P			4,000	A	\$39.08			D		
	Class A common stock	12/20/02					P			5,000	A	\$39.09			D		
	Class A common stock	12/20/02					P			8,000	A	\$39.10			D		
	Class A common stock	12/20/02					P			5,000	A	\$39.15			D		
	Class A common stock	12/20/02					P			5,000	A	\$39.18			D		
	Class A common stock	12/20/02					P			5,000	A	\$39.19			D		
	Class A	12/20/02					P			8,000	A	\$39.23		276,215,000	D		

(Instr. 3 and 4) Security Securities Beneficially Derivat	ative 6. Date Exercisable and Expiratio						
7. Title and Amount of Underlying Securities 8. Price of Derivative Security Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) Title Amount or Number of	ed (A) or Date (Month/Day/Year)						
(Instr. 3 and 4) Security (Instr. 5) Owned Following Reported Transaction(s) (Instr. 4) Title Amount or Number of	Date Expirati Exercisable Date						
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	tive Securities: Indirect (D) or Indirect (I) Beneficial						
Explanation of Responses:							
/s/ G. PENN HOLSENBECK Vice President, Associate General Counsel & Corporate Secretary	December 24, 2002						
**Signature of Reporting Person	Date						
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.							

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