

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Kraft Foods Inc.

(Exact Name of Registrant as Specified in Its Charter)

Virginia
(State or Other Jurisdiction of Incorporation or Organization)

52-2284372
(I.R.S. Employer Identification No.)

**Three Lakes Drive
Northfield, Illinois**
(Address of Principal Executive Offices)

60093-2753
(Zip Code)

**MONDELÉZ INTERNATIONAL, INC.
2001 COMPENSATION PLAN FOR NON-EMPLOYEE DIRECTORS**
(Full Title of the Plan)

Carol J. Ward, Esq.
Vice President and Corporate Secretary
Kraft Foods Inc.
Three Lakes Drive
Northfield, Illinois 60093
(Name and Address of Agent for Service)

(847) 646-2000
(Telephone Number, including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered ⁽¹⁾	Amount to be Registered	Proposed Maximum Offering Price Per Share ⁽²⁾	Proposed Maximum Aggregate Offering Price ⁽²⁾	Amount of Registration Fee
Deferred Compensation Obligations	\$20,000,000	100%	\$20,000,000	\$2,292.00

(1) The Deferred Compensation Obligations are unsecured obligations of Kraft Foods Inc. to pay deferred compensation in the future in accordance with the terms of the Mondelēz International, Inc. 2001 Compensation Plan for Non-Employee Directors.

(2) Calculated solely for purposes hereof pursuant to Rule 457(h) under the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which Kraft Foods Inc. has filed with the Securities and Exchange Commission (the "Commission"), are incorporated herein by reference:

- (a) our Annual Report on Form 10-K for the year ended December 31, 2011 (including the portions of our proxy statement for our 2012 annual meeting of shareholders incorporated by reference therein);
- (b) our Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2012 and June 30, 2012;
- (c) our Current Reports on Form 8-K filed on January 9, 2012, January 10, 2012, March 14, 2012, March 15, 2012, March 20, 2012, May 18, 2012, May 22, 2012, May 24, 2012, May 31, 2012, June 8, 2012, July 18, 2012, August 2, 2012, August 14, 2012, August 17, 2012, August 31, 2012 and September 14, 2012 (provided that any portions of these current reports that are deemed furnished and not filed pursuant to Form 8-K instructions will not be incorporated by reference in this Registration Statement); and
- (d) the description of our common stock contained in our Registration Statement on Form 8-A, filed with the Commission on June 25, 2012, including any amendment or report filed for the purpose of updating this description.

In addition, all documents that we may file in the future pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold will be deemed to be incorporated by reference in this Registration Statement. We will deem all of these documents to be a part of this Registration Statement from the respective dates of filing these documents.

We further regard any statement contained in a document that is incorporated by reference in this Registration Statement to be modified or superseded if this Registration Statement, or some other subsequently filed document that is also incorporated by reference in this Registration Statement, modifies or supersedes the statement. If this occurs, we regard the statement to be incorporated in this Registration Statement by reference only in the statement's modified or superseded form.

Item 4. Description of Securities.

This Registration Statement registers \$20,000,000 of Deferred Compensation Obligations to be offered to certain non-employee members of the Board of Directors of Kraft Foods, Inc. (the "Company"). The Company will be renamed Mondelēz International, Inc. on October 1, 2012, following the spin-off of its North American grocery business. The Obligations are general unsecured and unfunded obligations of the Company to pay deferred compensation in the future in accordance with the terms of the Mondelēz International, Inc. 2001 Compensation Plan for Non-Employee Directors (the "Plan"). Under the terms of the Plan, each non-employee director of the Company may elect to defer receipt of all or part of his or her compensation until such future date as he or she elects in accordance with the terms

of the Plan. A non-employee director may elect to receive his or her deferred amounts (including amounts credited or debited with respect thereto) at either (i) a date certain or (ii) a separation from service. Non-employee directors may allocate their deferred amounts among various measurement fund alternatives. Measurement fund alternatives, which may include a company stock fund alternative, are determined in accordance with, and subject to the rules and procedures from time to time established by, the committee of directors designated by the Board of Directors of the Company to administer and interpret the Plan. The Obligations represent the Company's obligation to pay an amount equal to the sum of each non-employee director's account, adjusted by amounts credited or debited to such non-employee director based on the reported investment performance of the selected measurement fund alternatives, less all distributions made to such non-employee director pursuant to the Plan. The Obligations are unassignable and non-transferable. No benefit or interest in the Plan is subject in any manner to anticipation, alienation, sale, transfer, assignment, pledge, encumbrance or charge.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Company is a Virginia corporation. The Virginia Stock Corporation Act (the "VSCA") permits indemnification of a corporation's directors and officers in a variety of circumstances, which may include indemnification for liabilities under the Securities Act of 1933, as amended (the "Securities Act"). Sections 13.1-697 and 13.1-702 of the VSCA generally authorize a Virginia corporation to indemnify its directors and officers in civil or criminal actions if they acted in good faith and believed their conduct to be in the best interests of the corporation and, in the case of criminal actions, had no reasonable cause to believe that the conduct was unlawful. Additionally, Section 13.1-704 of the VSCA provides that a Virginia corporation has the power to make any further indemnity to any director or officer, including under its articles of incorporation or any by-law or shareholder resolution, except an indemnity against their willful misconduct or a knowing violation of the criminal law. The Company's amended and restated articles of incorporation require the Company to indemnify its directors, officers and other eligible persons to the full extent permitted by the VSCA.

The Company's amended and restated articles of incorporation also provide that, to the full extent that the VSCA permits the limitation or elimination of the liability of directors, officers and other eligible persons, no director, officer or such eligible person of the Company shall be liable to the Company or its shareholders for monetary damages arising out of any transaction, occurrence or course of conduct. Section 13.1-692.1 of the VSCA permits the elimination of liability of directors and officers in any proceeding brought by or in the right of a corporation or brought by or on behalf of shareholders of a corporation, except for liability resulting from such persons having engaged in willful misconduct or a knowing violation of the criminal law or any federal or state securities law, including, without limitation, any unlawful insider trading or manipulation of the market for any security. Sections 13.1-692.1 and 13.1-696 to -704 of the VSCA are hereby incorporated by reference herein.

The Company has entered into indemnification agreements with each of its directors pursuant to which the Company agrees to indemnify, including advancing expenses to, each of them against any liabilities that he or she may incur as a result of his or her service as a director of the Company (and in the case of Irene B. Rosenfeld, the Company's Chairman and Chief Executive Officer, also as an officer) to the fullest extent permitted by Virginia law and the Company's articles of incorporation. The Company carries insurance on behalf of directors, officers, employees or agents that may cover liabilities under the Securities Act.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

- 4.1 Amended and Restated Articles of Incorporation of Kraft Foods Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Commission on January 24, 2011).
- 4.2 Amended and Restated By-Laws of Kraft Foods Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Commission on May 24, 2012).
- 4.3 Mondelēz International, Inc. 2001 Compensation Plan for Non-Employee Directors, as amended as of December 31, 2008 (incorporated by reference to Exhibit 10.15 to the Company's Annual Report on Form 10-K filed with the Commission on February 27, 2009).
- 5.1 Opinion of Hunton & Williams LLP.
- 23.1 Consent of Hunton & Williams LLP (included in Exhibit 5.1).
- 23.2 Consent of PricewaterhouseCoopers LLP.
- 24.1 Power of Attorney.

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Northfield, State of Illinois, on September 19, 2012.

KRAFT FOODS INC.

By: /s/ Carol J. Ward

Carol J. Ward

Vice President and Corporate Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Irene B. Rosenfeld*</u> Irene B. Rosenfeld	Director, Chairman and Chief Executive Officer	September 19, 2012
<u>/s/ David A. Brearton*</u> David A. Brearton	Executive Vice President and Chief Financial Officer	September 19, 2012
<u>/s/ Kim Harris Jones*</u> Kim Harris Jones	Senior Vice President, Corporate Controller	September 19, 2012
<u>/s/ Myra M. Hart*</u> Myra M. Hart	Director	September 19, 2012
<u>/s/ Peter B. Henry*</u> Peter B. Henry	Director	September 19, 2012
<u>Lois D. Juliber</u>	Director	
<u>/s/ Mark D. Ketchum*</u> Mark D. Ketchum	Director	September 19, 2012
<u>/s/ Terry J. Lundgren*</u> Terry J. Lundgren	Director	September 19, 2012
<u>/s/ Mackey J. McDonald*</u> Mackey J. McDonald	Director	September 19, 2012
<u>/s/ Jorge S. Mesquita*</u> Jorge S. Mesquita	Director	September 19, 2012

/s/ John C. Pope* Director
John C. Pope

September 19, 2012

/s/ Fredric G. Reynolds* Director
Fredric G. Reynolds

September 19, 2012

/s/ Jean-François M. L. van Boxmeer* Director
Jean-François M. L. van Boxmeer

September 19, 2012

*By: Carol J. Ward
As Attorney-in-Fact

EXHIBIT INDEX

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HUNTON & WILLIAMS LLP
 RIVERFRONT PLAZA, EAST TOWER
 951 EAST BYRD STREET
 RICHMOND, VIRGINIA 23219-4074
 TEL 804 • 788 • 8200
 FAX 804 • 788 • 8218
 FILE NO: 59019.000041

September 19, 2012

Kraft Foods Inc.
 Three Lakes Drive
 Northfield, Illinois 60093-2753

Registration Statement on Form S-8
Kraft Foods Inc.
Mondelēz International, Inc. 2001 Compensation Plan for Non-Employee Directors

Ladies and Gentlemen:

We have acted as special counsel to Kraft Foods Inc., a Virginia corporation (the “Company”), in connection with the Registration Statement on Form S-8 (the “Registration Statement”), as filed by the Company with the Securities and Exchange Commission (the “Commission”) on the date hereof pursuant to the Securities Act of 1933, as amended (the “Securities Act”), to register \$20,000,000 of unsecured obligations of the Company to pay deferred compensation in the future (the “Deferred Compensation Obligations”) in accordance with the terms of the Mondelēz International, Inc. 2001 Compensation Plan for Non-Employee Directors (the “Plan”), as referenced in the Registration Statement.

This opinion is being furnished in accordance with the requirements of Item 8(a) of Form S-8 and Item 601(b)(5)(i) of Regulation S-K.

For purposes of the opinion expressed below, we have relied upon, among other things, our examination of such documents and records of the Company and certificates of its officers and of public officials as we deemed necessary.

For purposes of the opinions expressed below, we have assumed (i) the authenticity of all documents submitted to us as originals, (ii) the conformity to the originals of all documents submitted as certified, photostatic or electronic copies and the authenticity of the originals thereof, (iii) the legal capacity of natural persons, and (iv) the genuineness of signatures not witnessed by us.

We do not purport to express an opinion on any laws other than the laws of the Commonwealth of Virginia and the federal laws of the United States of America.

ATLANTA AUSTIN BANGKOK BEIJING BRUSSELS CHARLOTTE DALLAS HOUSTON LONDON LOS ANGELES
 McLEAN MIAMI NEW YORK NORFOLK RALEIGH RICHMOND SAN FRANCISCO TOKYO WASHINGTON
 www.hunton.com



Kraft Foods Inc.
September 19, 2012
Page 2

Based upon the foregoing and the further qualifications stated below, we are of the opinion that (1) the Deferred Compensation Obligations have been duly authorized and, (2) when incurred by the Company in accordance with the Plan, will constitute valid and binding obligations of the Company, enforceable in accordance with terms of the Plan, except as the enforceability thereof may be limited or otherwise affected by (a) bankruptcy, insolvency, reorganization, fraudulent transfer, moratorium or similar laws now or hereafter in effect relating to or affecting the enforcement of creditors' rights generally and (b) general principles of equity (regardless of whether considered in a proceeding at law or in equity).

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder. We do not undertake to advise you of any changes in the opinions expressed herein based on matters that might arise hereafter or be brought to our attention.

Very truly yours,
/s/ Hunton & Williams LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 27, 2012 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appear in Kraft Foods Inc.'s Annual Report on Form 10-K for the year ended December 31, 2011.

/s/ PricewaterhouseCoopers LLP
Chicago, Illinois
September 19, 2012

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, being a director or officer of Kraft Foods Inc., a Virginia corporation (the "Corporation"), hereby constitutes and appoints David A. Brearton, Gerhard W. Pleuhs and Carol J. Ward, and any one or more of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution and to act with or without the others, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to the registration statements to be filed by the Corporation on Forms S-8 in connection with the Mondelez International, Inc. 2001 Compensation Plan for Non-Employee Directors, Mondelez Global LLC Thrift Plan and Mondelez Global LLC TIP Plan and to file the same with all exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned have caused this Power of Attorney to be executed on the 19th day of September 2012.

/s/ Irene B. Rosenfeld
Irene B. Rosenfeld

/s/ Terry J. Lundgren
Terry J. Lundgren

/s/ David A. Brearton
David A. Brearton

/s/ Mackey J. McDonald
Mackey J. McDonald

/s/ Kim Harris Jones
Kim Harris Jones

/s/ Jorge S. Mesquita
Jorge S. Mesquita

/s/ Myra M. Hart
Myra M. Hart

/s/ John C. Pope
John C. Pope

/s/ Peter B. Henry
Peter B. Henry

/s/ Fredric G. Reynolds
Fredric G. Reynolds

Lois D. Juliber

/s/ Jean-François M. L. van Boxmeer
Jean-François M. L. van Boxmeer

/s/ Mark D. Ketchum
Mark D. Ketchum