

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person
 Mary L. Schapiro
 Three Lakes Drive
 IL, Northfield 60093
2. Issuer Name and Ticker or Trading Symbol
 Kraft Foods Inc. (KFT)
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year
 1/2/2003
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 (X) Director () 10% Owner () Officer (give title below) () Other
 (specify below)
7. Individual or Joint/Group Filing (Check Applicable Line)
 (X) Form filed by One Reporting Person
 () Form filed by More than One Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	2. Transaction Date	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month A/D Price	6. Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
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Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date A/Exercise Date	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned at End of Month	10. Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership
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Phantom Stock	1	1/2/2003	A	118	A 1 1	Class A Common Stock	118	2	761	D
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Explanation of Responses:

1. The units are to be settled in cash upon the reporting person's termination as a member of the issuer's board of directors.
2. The phantom stock was accrued on January 2, 2003 under the Kraft Foods Inc. 2001 Compensation Plan for Non-Employee Directors based on the closing stock price (\$39.20) on January 2, 2003.