FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| OMB AP | OMB APPROVAL | | | | | | | | | |
|-------------------|----------------------|--|--|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | | | |
| Expires: | December 31, 2014 | | | | | | | | | |
| Estimated average | e burden | | | | | | | | | |

0.5

hours per

response:

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| Name and Address of Reporting Person* POPE JOHN C | | | | | 2. Issuer Name and Ticker or Trading Symbol KRAFT FOODS INC [KFT] | | | | | | | | (Ch | Relationship of Reporting Person(s (Check all applicable) X Director | | | | er | |
|---|--|--|---|-------------|--|--------|-------|----------------------------------|---|-----------------|------------------------|--|---|---|--|---|--|---|--|
| (Last) | (Fi | rst) | (Middle) | | 3. Date of Earliest Transaction (Month/Day/Year) 07/01/2003 | | | | | | | | | _ | (give title | | | | |
| (Street) | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | Line | Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person | | | | | |
| (City) | (Si | tate) | (Zip) | | | | | | | | | | | Form filed by More than One Reporting Person | | | | | |
| | | Tal | ble I - Non-I | Derivati | ve Se | curit | ies A | Acqu | ired, D | Disp | osed of | , or Ben | eficiall | y Owned | | | | | |
| Date | | | Transaction ate Month/Day/ | Execution D | | ion Da | ite, | 3. Transact Code (In 8) | | | | Securities Beneficia Owned Fo | 5. Amount of Securities Beneficially Owned Following | | Direct I Indirect E str. 4) | 7. Nature of Indirect Beneficial Ownership | | | |
| | | | | | | | | Code | v | Amount | (A) or (D) Price | | Reported Transacti (Instr. 3 a | on(s) | | (| (Instr. 4) | | |
| | Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | | | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | Code | Transaction Code (Instr. | | of E | | i. Date Exercisable and Expiration Date Month/Day/Year) | | | 7. Title and Amount of Securities Underlying Derivative Sect (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) | e S Illy | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership t (Instr. 4) | |
| | | | | Code | v | (A) | (D) | Date Exerc | cisable | Ex _i | piration te | Title | Amount or Number of Shares | | | | | | |
| Phantom Stock | 0 ⁽¹⁾ | 07/01/2003 | | A | | 294 | | 08/08 | 3/1988 ⁽¹⁾ | 08/ | 08/1988 ⁽¹⁾ | Class A Common Stock | 294 | \$ 0 ⁽²⁾ | 2,322 | 2 | D | | |

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 July 1, 2003 under the Kraft Foods Inc. 2001 Compensation Plan for Non-Employee Directors based on the closing stock price (\$32.55) on June 30, 2003.

/s/ Theodore L. Banks, by power of attorney

07/02/2003

** Signature of Reporting Person

Date

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 4 (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.