

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

1. Name and Address of Reporting Person  
 John F. Baxter  
 800 Westchester Avenue  
 NY, Rye Brook 10573-1301
2. Date of Event Requiring Statement (Month/Day/Year)  
 3/1/2002
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Issuer Name and Ticker or Trading Symbol  
 Kraft Foods Inc. (KFT)
5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
 Director  10% Owner  Officer (give title below)  Other  
 (specify below)  
 Senior Vice President, Research and Development/Quality, Kraft Foods  
 International
6. If Amendment, Date of Original (Month/Day/Year)  
 3/1/2002
7. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

Table I -- Non-Derivative Securities Beneficially Owned

1. Title of Security	2. Amount of Securities Beneficially Owned	3. Ownership Form: Direct(D) or Indirect(I)	4. Nature of Indirect Beneficial Ownership
Class A Common Stock	25 1	D	
Class A Common Stock	100	I	By wife 2

Table II -- Derivative Securities Beneficially Owned

1. Title of Derivative Security	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Underlying Securities	4. Conversion or Exercise Price of Security	5. Ownership Form of Derivative Security: Direct(D) or Indirect(I)	6. Nature of Indirect Beneficial Ownership
Employee Stock Option (Right to Buy)	01/31/03   06/12/11	Class A Common Stock	16700   \$31.00	D	

Explanation of Responses:  
 1. The Form 3 is being amended to report 25 shares held directly by the reporting person.  
 2. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.