

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **April 23, 2007**

KRAFT FOODS INC.

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction
of incorporation)

001-16483
(Commission
File Number)

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

Three Lakes Drive, Northfield, Illinois
(Address of Principal executive offices)

60093-2753
(Zip Code)

Registrant's Telephone number, including area code: **(847) 646-2000**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

On April 23, 2007, Kraft Foods Inc. (the "Company") issued a press release recommending its stockholders to reject a mini-tender offer by TRC Capital Corporation of Toronto. A copy of the press release is attached as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated April 23, 2007

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

KRAFT FOODS INC.

/s/ Carol J. Ward

Name: Carol J. Ward

Title: Vice President and Corporate Secretary

Date: April 23, 2007

3

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated April 23, 2007

4

Contacts: Media

Donna Sitkiewicz
847-646-4538
Donna.Sitkiewicz@kraft.com

Investor Relations

Chris Jakubik
847-646-5494
Chris.Jakubik@kraft.com

Kraft Recommends Rejection of Mini-Tender Offer by TRC Capital Corporation

NORTHFIELD, Ill., April 23, 2007 — Kraft Foods Inc. (NYSE: KFT) has been notified of an unsolicited “mini-tender offer” by TRC Capital Corporation of Toronto (TRC) for TRC to purchase in cash up to three million shares, or less than 0.2% percent of the outstanding Kraft common stock, at a price of \$31.00 per share. TRC’s offer price of \$31.00 per share represents a 6.3% discount to the April 20, 2007 closing price of \$33.09 per share on the New York Stock Exchange (NYSE). Kraft does not endorse TRC’s unsolicited mini-tender offer and recommends that stockholders not tender their shares in response to this mini-tender offer. Kraft is not in any way associated with TRC, this mini-tender offer or the offer documentation.

Mini-tender offers, such as this one by TRC, do not give investors the same level of protection afforded by larger tender offers. For example, in making this offer, TRC is not required to file disclosure and other offer documents with the Securities and Exchange Commission (SEC) or adhere to additional procedures mandated by U.S. securities laws.

Kraft urges investors to:

- Obtain current market quotes for their shares of common stock,
- Consult with their financial advisors, and
- Exercise caution with respect to TRC’s offer.

The SEC has issued “Investor Tips” on mini-tender offers, which note that often in making the offers at below-market prices, “bidders are hoping that they will catch investors off guard if the investors do not compare the offer price to the current market price.” The SEC’s advisory is available at www.sec.gov/investor/pubs/minitend.htm.

Kraft encourages stockbrokers and dealers as well as other market participants to review the SEC’s and the NYSE’s recommendations on the dissemination of mini-tender offers. These recommendations are available at www.sec.gov/divisions/marketreg/minitenders/sia072401.htm and in the Information Memo Number 01-27, issued by the NYSE on Sept. 28, 2001, which can be found under the “NYSE Regulation — Information Memos” tab at www.nyse.com.

About Kraft Foods

Kraft Foods (NYSE:KFT) is one of the world’s largest food and beverage companies with annual revenues of more than \$34 billion. For over 100 years, Kraft has offered consumers delicious and wholesome foods that fit the way they live. Kraft markets a broad portfolio of iconic brands in 155 countries, including seven brands with revenue of more than \$1 billion, such as *Kraft* cheeses, dinners and dressings; *Oscar Mayer* meats; *Philadelphia* cream cheese; *Post* cereals; *Nabisco* cookies and crackers; *Jacobs* coffees and *Milka* chocolates. Kraft became a fully independent company on March 30, 2007, and is listed in the Standard & Poor’s 100 and 500 indexes. The company also is a member of the Dow Jones Sustainability Index and the Ethibel Sustainability Index. For more information, visit the company’s website at www.kraft.com.

###
