

**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): December 7, 2007

KRAFT FOODS INC.

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction
of incorporation)

1-16483
(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

Not Applicable

(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 (see General Instruction A.2. below):

- 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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 7, 2007, Kraft's Board amended the company's by-laws to expand the number of directors to twelve (12) members, and Myra M. Hart and Fredric G. Reynolds were appointed to the Board. Separately, Louis C. Camilleri stepped down from the Board effective, December 7, 2007.

Ms. Hart previously served as Professor of Management Practice, Harvard Business School, until her recent retirement. She was a founding member of Staples, Inc. and previously served as Vice President of Growth and Development, leading operations, strategic planning and growth implementation. Ms. Hart serves on the boards of several public companies including Office Depot, Inc. and Summer Infant, Inc. Ms. Hart is also a Director of the Center for Women's Business Research, a Trustee Emeritus of Cornell University and a Trustee of Babson College.

Mr. Reynolds currently serves as Executive Vice President and Chief Financial Officer of CBS Corporation. He previously served as President and Chief Executive Officer of Viacom Television Stations group, as Executive Vice President and Chief Financial Officer of Viacom Inc., as Executive Vice President and Chief Financial Officer of Westinghouse Electric Corporation and as Senior Vice President and Chief Financial Officer for PepsiCo Foods International, PepsiCo's Frito-Lay unit

Ms. Hart is named to the Compensation Committee and the Nominating and Governance Committee of the board of directors, effective February 1, 2008. Mr. Reynolds is named to the Audit Committee and the Public Affairs Committee of the board of directors, effective February 1, 2008.

There are no related persons transactions under Item 404(a) of Regulation S-K between Kraft and Ms. Hart and between Kraft and Mr. Reynolds.

Each of Ms. Hart and Mr. Reynolds will receive the standard compensation received by non-employee directors. These compensation arrangements are discussed in Kraft's Form 8-K dated April 24, 2007.

A copy of the press release announcing these changes is attached as Exhibit 99.1.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Effective December 7, 2007, the Board adopted an amendment to Article II, Section 2 of Kraft's Amended and Restated By-Laws to increase the size of the Board from eleven (11) to twelve (12) members. The complete text of the amendment is included as Exhibit 3.1 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) The following exhibits are being filed with this Current Report on Form 8-K.

<u>Exhibit Number</u>	<u>Description</u>
3.1	Amendment to Amended and Restated By-Laws of Kraft Foods Inc., dated December 7, 2007.
99.1	Kraft Foods Inc. Press Release, dated December 7, 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.

Date: December 13, 2007

/s/ Carol J. Ward

Name: Carol J. Ward

Title: Vice President and Corporate Secretary

AMENDMENT
to the
AMENDED AND RESTATED BY-LAWS
of
KRAFT FOODS INC.
dated December 7, 2007

The Amended and Restated By-Laws of Kraft Foods Inc. (the "By-Laws"), are hereby amended as follows:

1. Article II, Section 2 of the By-Laws is deleted in its entirety and the following is substituted in lieu thereof:

Article II, Section 2. Number.—The number of directors shall be twelve (12).

2. Except as aforesaid, the By-Laws shall remain in full force and effect.



Contacts: Media
Lisa Gibbons
847-646-4538
Lisa.Gibbons@kraft.com

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

**Kraft Appoints Hart and Reynolds to Board of Directors;
Camilleri Steps Down from Board**

NORTHFIELD, Ill.—December 7, 2007— Kraft Foods Inc. (NYSE:KFT), a global leader in food and beverages, today announced the appointment of Myra M. Hart and Fredric G. Reynolds to its Board of Directors. Separately, Louis Camilleri, Chairman and CEO of Altria Group, Inc., having helped guide Kraft in its transition to a fully independent company, will step down from the Board. With these changes, the Kraft Board will have 12 members, 11 of whom are independent directors.

Hart is an experienced executive and a member of the senior faculty at Harvard Business School and Reynolds is the Executive Vice President and Chief Financial Officer at CBS Corporation.

“Myra Hart and Fred Reynolds will make great contributions to our Board as we build shareholder value by restoring Kraft to reliable growth,” said Irene B. Rosenfeld, Kraft Chairman and CEO. “Myra Hart brings expertise in business, the retail environment, innovation and entrepreneurship, and Fred Reynolds is recognized for his leadership in corporate finance and operations in media and the food and beverage industry.”

Mary Schapiro, Kraft’s Lead Director, said, “The appointment of Myra and Fred is another example of our Board’s commitment to attracting high-caliber, independent directors. Kraft’s Board enthusiastically appointed both Myra and Fred as directors and is eager to benefit from their broad-based experience.”

Hart, 67, has served as a Professor of Management Practice at Harvard Business School since 1995. Her academic research and teaching focuses on high-potential entrepreneurship, with an emphasis on developing critical resources and relationships. She has co-authored four books and developed more than 60 Harvard Business School cases. Though she recently retired from teaching in the MBA program, she remains engaged in the school’s executive programs and is currently a visiting scholar at Babson College and Stanford University.

Previously, Hart worked in the retail sector where she was a founding member of the office superstore chain, Staples, Inc. She served as Vice President of Growth and Development and led the chain's operations, strategic planning and growth implementation in new and existing markets. Before joining Staples, she was Director of Marketing for the New England-based grocery retailer Star Market, now a subsidiary of SuperValu.

Hart currently serves on the Board of Directors for public companies such as Office Depot, Inc. and Summer Infant, Inc. She is a trustee of Babson College, Trustee Emeritus of Cornell University and a Director of the Center for Women's Business Research.

Reynolds, 57, has been the Executive Vice President and Chief Financial Officer for CBS Corporation since 1997. In this role, he has responsibility for CBS's financial operations across the Company.

Before assuming his current post, Reynolds was President and CEO of Viacom Television Stations group, where he oversaw the division's 39 local television stations. Prior to that, he led Viacom's financial functions as Executive Vice President and Chief Financial Officer. In 1994, Reynolds began serving as Executive Vice President and Chief Financial Officer at Westinghouse Electric Corporation, where he later assumed the additional role of Chief Financial Officer, CBS Inc., in 1996.

Adding to his depth of experience, Reynolds spent 13 years at PepsiCo Inc. in various financial roles, including Senior Vice President and Chief Financial Officer for PepsiCo Foods International, PepsiCo's Frito-Lay unit.

Reynolds is a certified public accountant and has a B.B.A. in finance from the University of Miami.

Camilleri is Chairman and CEO of Altria Group, Inc., Kraft's former parent company, and served as Chairman of Kraft from 2002 to 2007. Camilleri remained a director after stepping down as Kraft Chairman when Altria spun off the company in late March. Now that Kraft has made the transition to a fully independent company, Camilleri will step down from the Board.

“We thank Louis for his insights, leadership and wise counsel throughout the years,” said Rosenfeld. “We will miss him.”

About Kraft Foods

Kraft Foods is one of the world’s largest food and beverage companies with annual revenues of more than \$34 billion. For more than 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 six brands with revenue of more than \$1 billion, such as *Kraft* cheeses, dinners and dressings; *Oscar Mayer* meats; *Philadelphia* cream cheese; *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 and 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.

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