SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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* 2. Date of Event Requiring Statement (Month/Day/Year) 01/08/2004		3. Issuer Name and Ticker or Trading Symbol <u>KRAFT FOODS INC</u> [KFT]					
		4. Relationship of Reporting Perso (Check all applicable) Director	()	(Mc		ate of Original Filed	
		X Officer (give title below)	Other (spe below)		6. Individual or Joint/Group Filing (Check Applicable Line)		
		Executive Vice President			X Form filed by One Reporting Person		
					Form filed by Reporting P	y More than One erson	
Table I - Non-Derivative Securities Beneficially Owned							
1. Title of Security (Instr. 4)		Beneficially Owned (Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Class A Common Stock		10,440	D				
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							
2. Date Exercisable and Expiration Date (Month/Day/Year)				or Exercise	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
Date Exercisable	Expiration Date	n Title	Amount or Number of Shares	Derivative Security	or Indirect (I) (Instr. 5)		
01/31/2003	06/12/2011	Class A Common Stock	19,370	31	D		
	Requiring Stater (Month/Day/Yea 01/08/2004 Table I - Nor Table I - Nor E.g., puts, cal 2. Date Exercisable	Requiring Statement (Month/Day/Year) 01/08/2004 Table I - Non-Derivative Zable II - Derivative 2 Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable Expiration Date Date Expiration Date	Requiring Statement (Month/Day/Year) KRAFT FOODS INC [01/08/2004 4. Relationship of Reporting Perso (Check all applicable) Director X Officer (give title below) Director Table I - Non-Derivative Securities Beneficially Executive Vice Preso Image: Comparison of the securities of the securities Relation of the securities Image: Comparison of the securities Image: Comparison of the securities Image: Comparison of the securities Image: Comparison of the securities Image: Comparison of the securities Image: Comparison of the securities Image: Comparison of the securities Image: Comparison of the securities Image: Comparison of the securities Image: Comparison of the securities Image: Comparison of the securities Image: Comparison of the securities Image: Comparison of the securities Image: Comparison of the securities Image: Comparison of the securities Image: Comparison of the securities Image: Comparison of the securities Image: Comparison of the securities Image: Comparison of the securities Image: Comparison of the securities Image: Comparison of the securities Image: Comparison of the securities Image: Comparison of the securities Image: Comparison of	Requiring Statement (Month/Day/Year) KRAFT FOODS INC [KFT] 01/08/2004 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner (Check all applicable) Director 10% Owner below) Executive Vice President Table I - Non-Derivative Securities Beneficially Owned (Instr. 5) 2. Amount of Securities Beneficially Owned (Instr. 4) 3. Ownersh Form: Direc or Indirect (Instr. 5) 10,440 D Table II - Derivative Securities Beneficially Owned e.g., puts, calls, warrants, options, convertible securities (Month/Day/Year) 3. Title and Amount of Securities Underlying Derivative Securities Shares Date Expiration Date 10,440 D Date Expiration Date 3. Title and Amount of Securities Underlying Derivative Securities Shares Amount of Shares	Requiring Statement (Month/Day/Year) KRAFT FOODS INC [KFT] 01/08/2004 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) 5. If (Month/Day/Year) Director 10% Owner X Officer (give title below) Other (specify below) Executive Vice President 5. Table I - Non-Derivative Securities Beneficially Owned (Instr. 5) 3. Ownership Form: Direct (I) (Instr. 5) 4. Na (Instr Or Indirect (I) (Instr. 5) Table II - Derivative Securities Beneficially Owned e.g., puts, calls, warrants, options, convertible securities (Month/Day/Year) 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) 4. Conversion or Exercise Price of Derivative Security (Instr. 4) Date Exercisable Expiration Date 3. Title and Amount of Security Underlying Derivative Security (Instr. 4) 4. Conversion of Shares	Requiring Statement (Month/Day/Year) KRAFT FOODS INC [KFT] 01/08/2004 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) 5. If Amendment, Da (Month/Day/Year) 0 Officer (give title below) 0ther (specify below) 5. If Amendment, Da (Month/Day/Year) Table I - Non-Derivative Securities Beneficially Owned (Instr. 4) 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) 4. Nature of Indirect (Instr. 5) Table II - Derivative Securities Beneficially Owned e.g., puts, calls, warrants, options, convertible securities (Month/Day/Year) 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) 4. Conversion or Exercisable and Expiration Date 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) 2. Date Exercisable and Expiration Date 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) 4. Conversion or Exercise Price of Derivative Security 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	

xplanation of Responses:

/s/ Krista A. Endres, by power

of attorney

01/16/2004

** 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 5 (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.

KRAFT FOODS INC.

Authorization and Designation to Sign and File Section 16 Reporting Forms

The undersigned, an officer of Kraft Foods Inc., a Virginia corporation (the "Company"), does hereby authorize and designate Theodore L. Banks, Krista A. Endres, Terry M. Faulk or Marc S. Firestone to sign and file on his or her behalf any and all Forms 3, 4, and 5 relating to equity securities of the Company with the Securities and Exchange Commission pursuant to the requirements of Section 16 of the Securities Exchange Act of 1934 ("Section 16"). This authorization, unless earlier revoked in writing, shall be valid until the undersigned's reporting obligations under Section 16 with respect to equity securities of the Company shall cease. All prior such authorizations are hereby revoked.

IN WITNESS WHEREOF, the undersigned has executed this Authorization and Designation on this 10 day of January, 2004.

/s/ Jean E. Spence