## FORM 4

o Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction 1(b).

(Print or Type Responses)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF

CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB Number: 3235-0 Expires: January 31, 2005 3235-0287 Estimated average burden hours per response .... 0.5

Name and Address of Reporting Person*  Philip Morris Companies Inc.					. Issuer Name <b>and</b> Ticker or Trading Symbol  Kraft Foods Inc. (NYSE-KFT)						6.	. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X10% Owner				
_	(Last)	(First)			I.R. Nur	S. Identification mber of Reporting son, if an entity			4. State	Statement for Month/Day/Year			Officer (give title b	pelow)	Other	
	120 Park Avenue				(voluntary)			12/18	12/18/2002							
	New York	(Street) NY 10017							Origi	If Amendment, Date of Original (Month/Day/Year)		7.	Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person Form filed by More than One Reporting Person			
	(City)	(State)	(Zip)	Table	I —	Non-Deriv	vative Sec	uriti	es Acquiro	ed, Dispos	ed of, or B	enefic	ially Owned			
1.	Title of 2. Security (Instr. 3)		A. Deemed Execution Date, if any		3.	Transactio (Instr. 8)	n Code		Securities of Disposed of (Instr. 3, 4		(A) or	5.	Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Owner Form: (D) or (I) (Instr. 4	Direct Indirect	Nature of Indirect Beneficial Ownership (Instr. 4)
		(Month/Day/Year)	(Month/Day/Year	)		Code	V		Amount	(A) or (D)	Price	-				
	Class A common stock	12/18/02				P			500	A	\$39.22			D		
	Class A common stock	12/18/02				P			4,000	A	\$39.23			D		
	Class A common stock	12/18/02				P			15,500	A	\$39.24			D		
	Class A common stock	12/18/02				P			16,000	A	\$39.25			D		
	Class A common stock	12/18/02				P			11,000	A	\$39.26			D		
	Class A common stock	12/18/02				P			9,000	A	\$39.27			D		
	Class A common stock	12/18/02				P			4,000	A	\$39.28			D		
	Class A common stock	12/18/02				P			8,000	A	\$39.29			D		
	Class A common stock	12/18/02				P			4,000	A	\$39.31			D		
	Class A common stock	12/18/02				P			8,000	A	\$39.34			D		
	Class A common stock	12/18/02				P			4,000	A	\$39.36			D		
	Class A common stock	12/18/02				P		,	4,000	A	\$39.37			D		
	Class A common stock	12/18/02				P			8,000	A	\$39.42			D		
	Class A common stock	12/18/02				P			5,000	A	\$39.44			D		
	Class A common stock	12/18/02				P			4,000	A	\$39.45		276,005,000	D		
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1.	Title of Derivative 2. Security (Instr. 3)	Conversion or 3. Exercise Price of Derivative Security	Transaction Date (Month/Day/Year)	3A.	Deemed Execution Date, if any (Month/Day/Year)	4.	Transaction Code (Instr. 8)		5.		Acquired (A) or of (D)	6.	Date Exercisable and Expiration Date (Month/Day/Year)	
						_	Code	V		(A)	(D)		Date Exercisable	Expiratio Date
7.	Title and Amount of Unde (Instr. 3 and 4)	rlying Securities	8.	Price of De Security (Instr. 5)	rivative 9.	Sec Ow Rej	ned Follo	neficially		10.	Ownership Form Derivative Securi Direct (D) or Indi (Instr. 4)	ities		Nature of Indirect Beneficial Ownership (Instr. 4)
	Title	Amount or Nun Shares	nber of											
_														
Exp	planation of Responses:													
		/s/ AMY J. ENGEL Vice President and Treasurer									Decembe	er 20	), 2002	
		**Signature of Reporting Person						_			D	ate		
	Reminder: Report on a se	eparate line for each c	lass of securities bene	eficially own	ed directly or indirectly	7.								
	* If the form is	filed by more than on	e reporting person, se	e Instruction	1 4(b)(v).									
					iminal Violations. See 1									
	Note: File three cop	ies of this Form, one	of which must be mar	nually signed	l. If space is insufficien	t, see Ii	nstruction	6 for proce	dure	<u>.</u>				