

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**Kraft Foods Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Virginia**  
(State or Other Jurisdiction of  
Incorporation or Organization)

52-2884372  
(I.R.S. Employer  
Identification No.)

**Three Lakes Drive  
Northfield, Illinois**  
(Address of Principal Executive Offices)

**60093**  
(Zip Code)

**KRAFT FOODS INC. AMENDED AND RESTATED 2005  
PERFORMANCE INCENTIVE PLAN**  
(Full Title of the Plan)

**Carol J. Ward, Esq.**  
**Vice President and Corporate Secretary**  
**Kraft Foods Inc.**  
**Three Lakes Drive**  
**Northfield, Illinois 60093**  
(Name and Address of Agent For Service)

**(847) 646-2000**  
(Telephone Number, Including Area Code, of Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Share <sup>(2)</sup>	Proposed Maximum Aggregate Offering Price <sup>(2)</sup>	Amount of Registration Fee
Class A common stock, no par value	18,000,000	\$29.67	\$534,060,000	\$38,078.48

- (1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers such additional and indeterminate number of shares of Class A common stock as may become issuable by reason of stock dividends, stock splits or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee required by Section 6(b) of the Securities Act pursuant to Rules 457(c) and 457(h), based upon the average of the high and low prices of the Class A Common Stock of Kraft Foods Inc. as quoted on the New York Stock Exchange on March 22, 2010.

## NOTE

This Registration Statement on Form S-8 is filed pursuant to General Instruction E to Form S-8 for the purpose of registering an additional 18,000,000 shares of the Class A common stock, no par value, of Kraft Foods Inc. (the "Company" or "Registrant"), which may be issued pursuant to awards under the Kraft Foods Inc. Amended and Restated 2005 Performance Incentive Plan (the "Plan"). In accordance with General Instruction E to Form S-8, the Company hereby incorporates herein by reference the contents of the Form S-8 filed by the Company with respect to the Plan on June 21, 2005 (Registration No. 333-125992), together with all exhibits filed therewith or incorporated therein by reference to the extent not otherwise amended or superseded by the contents hereof.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

**Item 8. Exhibits.**

- 4.1 Kraft Foods Inc. Amended and Restated 2005 Performance Incentive Plan, amended as of December 31, 2009 (incorporated by reference to Exhibit 10.8 to the Company's Annual Report on Form 10-K for the year ended December 31, 2009, filed with the SEC on February 25, 2010 (File No. 001-16483)).
- 5.1 Opinion of Hunton & Williams LLP.
- 23.1 Consent of Hunton & Williams LLP (included in Exhibit 5.1).
- 23.2 Consent of PricewaterhouseCoopers LLP.
- 24.1 Power of Attorney.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Northfield, State of Illinois, on this 26th day of March 2010.

KRAFT FOODS INC.

By: /s/ Carol J. Ward

Carol J. Ward

Vice President and Corporate Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Irene B. Rosenfeld*</u> Irene B. Rosenfeld	Director, Chairman and Chief Executive Officer	March 26, 2010
<u>/s/ Timothy R. McLevish*</u> Timothy R. McLevish	Executive Vice President and Chief Financial Officer	March 26, 2010
<u>/s/ Kim Harris Jones*</u> Kim Harris Jones	Senior Vice President and Corporate Controller	March 26, 2010
<u>/s/ Ajaypal S. Banga*</u> Ajaypal S. Banga	Director	March 26, 2010
<u>/s/ Myra M. Hart*</u> Myra M. Hart	Director	March 26, 2010

<u>/s/ Lois D. Juliber*</u> Lois D. Juliber	Director	March 26, 2010
<u>/s/ Mark D. Ketchum*</u> Mark D. Ketchum	Director	March 26, 2010
<u>/s/ Richard A. Lerner*</u> Richard A. Lerner, M.D.	Director	March 26, 2010
<u>/s/ Mackey J. McDonald*</u> Mackey J. McDonald	Director	March 26, 2010
<u>/s/ John C. Pope*</u> John C. Pope	Director	March 26, 2010
<u>/s/ Fredric G. Reynolds*</u> Fredric G. Reynolds	Director	March 26, 2010
<u>/s/ Jean-François M. L. van Boxmeer*</u> Jean-François M. L. van Boxmeer	Director	March 26, 2010
<u>/s/ Deborah C. Wright*</u> Deborah C. Wright	Director	March 26, 2010
<u>/s/ Frank G. Zarb*</u> Frank G. Zarb	Director	March 26, 2010
*By: <u>Carol J. Ward</u> As Attorney-in-Fact		

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## EXHIBIT INDEX

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HUNTON & WILLIAMS LLP  
 RIVERFRONT PLAZA, EAST TOWER  
 951 EAST BYRD STREET  
 RICHMOND, VIRGINIA 23219-4074

TEL 804 788 8200  
 FAX 804 788 8218

March 26, 2010

FILE NO: 59109.000001

Kraft Foods Inc.  
 Three Lakes Drive  
 Northfield, Illinois 60093

**Kraft Foods Inc.**  
**Registration Statement on Form S-8**

Ladies and Gentlemen:

We have acted as special Virginia counsel to Kraft Foods Inc., a Virginia corporation (the "Company"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") filed by the Company on March 26, 2010 with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"). The Registration Statement relates to 18,000,000 additional shares (the "Shares") of the Company's Class A common stock, no par value ("Common Stock"), issuable pursuant to the Kraft Foods Inc. Amended and Restated 2005 Performance Incentive Plan (the "Plan"), as referenced in the Registration Statement.

This opinion is being furnished in accordance with the requirements of Item 8(a) of Form S-8 and Item 601(b)(5)(i) of Regulation S-K.

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such corporate records, certificates of corporate officers and public officials and such other documents as we have deemed necessary for the purposes of rendering this opinion, including, among other things, (i) the Articles of Incorporation and Amended and Restated By-laws of the Company, each as amended through the date hereof, (ii) the Registration Statement, (iii) resolutions of the Board of Directors of the Company adopted on March 11, 2009, as certified by the Vice President and Corporate Secretary of the Company on the date hereof as being true, complete and correct and in full force and effect, relating to, among other things, the issuance of the Shares, and (iv) a certificate issued by the State Corporation Commission of the Commonwealth of Virginia on

ATLANTA AUSTIN BANGKOK BEIJING BRUSSELS CHARLOTTE DALLAS HOUSTON LONDON LOS ANGELES  
 McLEAN MIAMI NEW YORK NORFOLK RALEIGH RICHMOND SAN FRANCISCO SINGAPORE WASHINGTON  
[www.hunton.com](http://www.hunton.com)

March 18, 2010 and confirmed on the date hereof, to the effect that the Company is existing under the laws of the Commonwealth of Virginia and in good standing.

For purposes of the opinions expressed below, we have assumed (i) the authenticity of all documents submitted to us as originals, (ii) the conformity to the originals of all documents submitted as certified, photostatic or electronic copies and the authenticity of the originals thereof, (iii) the genuineness of signatures not witnessed by us and (iv) the due authorization, execution and delivery of all documents by all parties and the validity, binding effect and enforceability thereof on such parties (other than the authorization, execution and delivery of documents by the Company and the validity, binding effect and enforceability thereof upon the Company). As to questions of fact material to this opinion, we have relied upon the accuracy of the certificates and other comparable documents of officers and representatives of the Company, upon statements made to us in discussions with the Company's management and upon certificates of public officials. Except as otherwise expressly indicated, we have not undertaken any independent investigation of factual matters.

We do not purport to express an opinion on any laws other than the laws of the Commonwealth of Virginia.

Based upon the foregoing, we are of the opinion that:

1. The Company is a corporation duly incorporated, validly existing and in good standing under the laws of the Commonwealth of Virginia.
2. The Shares have been duly authorized and, when and to the extent issued in accordance with the terms of the Plan and any award agreement entered into under the Plan, assuming that at the times of such issuances the Company has a sufficient number of authorized and unissued shares of Common Stock available therefor, will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

This opinion letter is rendered as of the date hereof, and we disclaim any obligation to advise you of facts, circumstances, events or developments that hereafter may be brought to our attention and that may alter, affect or modify the opinion expressed herein. Our opinion is

Kraft Foods Inc.

March 26, 2010

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expressly limited to the matters set forth above and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company.

Very truly yours,

/s/ Hunton & Williams LLP



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 16, 2010 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Kraft Foods Inc.'s Annual Report on Form 10-K for the year ended December 31, 2009.

/s/ PricewaterhouseCoopers LLP

Chicago, Illinois  
March 26, 2010

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, being a director or officer of Kraft Foods Inc., a Virginia corporation (the "Corporation"), hereby constitutes and appoints Marc S. Firestone, Timothy R. McLevish and Carol J. Ward, and any one or more of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution and to act with or without the others, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to the registration statement to be filed by the Corporation on Form S-8 in connection with the Corporation's Amended and Restated 2005 Performance Incentive Plan, and to file the same with all exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed on the 16th day of March 2010.

/s/ Irene B. Rosenfeld  
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 Irene B. Rosenfeld

/s/ Richard A. Lerner  
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 Richard A. Lerner, M.D.

/s/ Timothy R. McLevish  
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 Timothy R. McLevish

/s/ Mackey J. McDonald  
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 Mackey J. McDonald

/s/ Kim Harris Jones  
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 Kim Harris Jones

/s/ John C. Pope  
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/s/ Ajaypal S. Banga  
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/s/ Fredric G. Reynolds  
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/s/ Myra M. Hart  
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/s/ Jean-François M. L. van Boxmeer  
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/s/ Lois D. Juliber  
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/s/ Frank G. Zarb  
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