UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 4

STATEMENT OF
CHANGES IN BENEFICIAL OWNERSHIP

(Print or Type Responses)

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

1. Name and Address of Reporting Person* Philip Morris Companies Inc. (Last) (First) (Middle) 120 Park Avenue (Street) New York NY 10017 (City) (State) (Zip)	2. Issuer Name **and** Ticker or Trading Symbol Kraft Foods Inc. (NYSE-KFT) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for Month/Day/Year 12/17/2002 5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

_____ Director   _X_ 10% Owner

_____ Officer (give title below)   _____ Other (specify below)

7. Individual or Joint/Group Filing (Check Applicable Line)
_X_ Form filed by One Reporting Person
_____ Form filed by More than One Reporting Person

Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A common stock	12/17/02		P		5,000	A	$39.49		D	
Class A common stock	12/17/02		P		4,000	A	$39.50		D	
Class A common stock	12/17/02		P		2,000	A	$39.51		D	
Class A common stock	12/17/02		P		14,000	A	$39.53		D	
Class A common stock	12/17/02		P		4,000	A	$39.54		D	
Class A common stock	12/17/02		P		4,000	A	$39.55		D	
Class A common stock	12/17/02		P		8,000	A	$39.56		D	
Class A common stock	12/17/02		P		4,000	A	$39.57		D	
Class A common stock	12/17/02		P		4,000	A	$39.59		D	
Class A common stock	12/17/02		P		7,000	A	$39.61		D	
Class A common stock	12/17/02		P		13,000	A	$39.64		D	
Class A common stock	12/17/02		P		6,000	A	$39.65		D	
Class A common stock	12/17/02		P		2,000	A	$39.66		D	
Class A common stock	12/17/02		P		8,000	A	$39.67		D	
Class A common stock	12/17/02		P		8,000	A	$39.68		D	
Class A common stock	12/17/02		P		6,000	A	$39.69		D	
Class A	12/17/02		P		6,000	A	$39.71	275,900,000	D	

common stock

FORM 4 (Continued)

Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, **puts, calls, warrants, options, convertible securities**)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date

7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Title	Amount or Number of Shares				

Explanation of Responses:

/s/ AMY J. ENGEL
Vice President and Treasurer

December 18, 2002

**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 4(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.