

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

( ) Check this box if no longer subject to Section 16.  
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person  
 Mary L. Schapiro  
 Three Lakes Drive  
 IL, Northfield 60093
2. Issuer Name and Ticker or Trading Symbol  
 Kraft Foods Inc. (KFT)
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year  
 1/6/2003
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
 Director ( ) 10% Owner ( ) Officer (give title below) ( ) Other  
 (specify below)
7. Individual or Joint/Group Filing (Check Applicable Line)  
 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	2. Transaction Date	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D)		5. Amount of Securities Beneficially Owned at End of Month	6. Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Amount	A/D Price			

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned at End of Month	10. Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership
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Phantom Stock	1	1/6/2003	A	3	A	Class A Common Stock	3	2	764	D	3
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Explanation of Responses:

1. The units are to be settled in cash upon the reporting person's termination as a member of the issuer's board of directors.
2. The units were calculated on the basis of the issuer's closing stock prices on January 2, 2003 (\$39.20) and, with respect to dividends reinvested on the issuer's most recent dividend payment date, on January 6, 2003 (\$38.52).
3. The phantom stock was accrued under the Kraft Foods Inc. 2001 Compensation Plan for Non-Employee Directors and includes 3 units accrued on the issuer's dividend payment date of January 6, 2003