

OMB APPROVAL	
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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 instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* SCHAPIRO MARY L (Last) (First) (Middle) FINRA 1735 K STREET N.W., 11TH FLOOR (Street) WASHINGTON DC 20006 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol KRAFT FOODS INC [KFT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/15/2009	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	01/15/2009		D		4,002 ⁽¹⁾	D	\$0	16,752	D	
Class A Common Stock	01/15/2009		M		1,064.65	A	\$28.07	17,816.65	D	
Class A Common Stock	01/15/2009		D		1,064.65	D	\$28.07	16,752	D	

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)		7. Title and Amount of Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Phantom Stock	(2)	01/15/2009		A		32.6 ⁽³⁾		(4)	(4)	Class A Common Stock	32.6	1,064.65 ⁽⁵⁾	D	
Phantom Stock	(6)	01/15/2009		M		1,064.65		01/15/2009	01/15/2009	Class A Common Stock	1,064.65	0	D	

Explanation of Responses:

- Effective January 15, 2009, Ms. Schapiro resigned from the Board of Directors of Kraft Foods Inc. Pursuant to the terms of Kraft's 2006 Stock Compensation Plan for Non-Employee Directors, Ms. Schapiro's unvested restricted shares were forfeited upon her resignation.
- Each share of phantom stock is the economic equivalent of one share of Kraft's Class A Common Stock. The shares were acquired under Kraft's 2006 Stock Compensation Plan for Non-Employee Directors and are payable in cash.
- The number of shares of phantom stock credited to the reporting person is determined by dividing the reporting person's deferred compensation fees by the closing price (\$28.07) of Kraft's Class A Common Stock on January 15, 2009.
- Shares of phantom stock are payable in cash upon the reporting person's election or upon termination of service as a member of Kraft's Board of Directors.
- Updated to reflect accumulated investment performance of the shares.
- The reporting person settled her shares of phantom stock for cash.

Remarks:

Irma Villarreal, by power of attorney 01/20/2009

** 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.

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