

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  
 John F. Baxter  
 800 Westchester Avenue  
 NY, Rye Brook 10573-1301
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  
 1/31/2003
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
 ( ) Director ( ) 10% Owner (X) Officer (give title below) ( ) Other  
 (specify below)  
 Senior Vice President, Research and Development/Quality, Kraft Foods  
 International
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	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			
Class A Common Stock	1/31/2003	P	5100	A	\$31.10		D	
Class A Common Stock	1/31/2003	P	1900	A	\$31.07	15335	D	
Class A Common Stock	1/31/2003	I	3247 1	A	\$31.85	3247	I	By the Kraft Thrift Plan
Class A Common Stock						100	I	By wife 2

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	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities	10. Beneficially Owned at End of Month	11. Nature of Direct or Indirect Beneficial Ownership

Explanation of Responses:

1. On January 31, 2003, the reporting person acquired 3,247 shares of KFT Class A Common Stock under the Kraft Thrift Plan.
2. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.