

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

(Print or Type Responses)

STATEMENT OF
CHANGES IN BENEFICIAL OWNERSHIP

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

OMB Number: 3235-0287
Expires: January 31, 2005
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per response 0.5

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <u> X </u> 10% Owner ____ Officer (give title below) ____ Other (specify below)	
Philip Morris Companies Inc.			Kraft Foods Inc. (NYSE-KFT)			
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year 12/30/2002	
120 Park Avenue						
(Street)					5. If Amendment, Date of Original (Month/Day/Year)	
New York			NY		10017	
(City)			(State)		(Zip)	
7. Individual or Joint/Group Filing (Check Applicable Line) <u> X </u> 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)			
Class A common stock	12/30/02		P		5,000	A	\$38.78	D	
Class A common stock	12/30/02		P		17,000	A	\$38.86	D	
Class A common stock	12/30/02		P		5,500	A	\$38.87	D	
Class A common stock	12/30/02		P		13,000	A	\$38.88	D	
Class A common stock	12/30/02		P		5,000	A	\$38.89	D	
Class A common stock	12/30/02		P		5,000	A	\$38.90	D	
Class A common stock	12/30/02		P		5,000	A	\$38.93	D	
Class A common stock	12/30/02		P		4,000	A	\$38.94	D	
Class A common stock	12/30/02		P		10,000	A	\$38.95	D	

Explanation of Responses:

/s/ G. PENN HOLSENBECK

January 2, 2003

**Signature of Reporting Person
G. Penn Holsenbeck
Vice President, Associate General
Counsel & Corporate Secretary

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.
