

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

FORM 4

OMB APPROVAL

**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

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per response 0.5

o 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)

<p>1. Name and Address of Reporting Person*</p> <p align="center">Philip Morris Companies Inc.</p> <hr/> <p align="center">(Last) (First) (Middle)</p> <p>120 Park Avenue</p> <hr/> <p align="center">(Street)</p> <p>New York NY 10017</p> <hr/> <p align="center">(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p align="center">Kraft Foods Inc. (NYSE-KFT)</p> <hr/> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p> <p>4. Statement for Month/Day/Year</p> <p align="center">12/30/2002</p> <hr/> <p>5. If Amendment, Date of Original (Month/Day/Year)</p>	<p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)</p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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 Price (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	
Class A common stock	12/30/02		P	2,500 A \$38.96		D	
Class A common stock	12/30/02		P	8,000 A \$38.97		D	
Class A common stock	12/30/02		P	5,990 A \$39.10	276,600,990	D	

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