FORM 4

o Check this box if no longer subject to Section 16. Form 4 or Form 5 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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obligations may continue. See
Instruction 1(b).

(Print or Type Responses)

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

1. Name and Address of Reporting Person*				2. Issuer Name and Ticker or Trading Symbol					6.	Relationship of (Check all appl	ip of Reporting Person(s) to Issuer			
Philip Morris Companies Inc.					Kraft Foods Inc. (NYSE-KFT)					_	Director	<u>X</u> 10% O	wner	
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year		•	OfficerOther (give title below) (specify below)					
_		(6)					_			D	-		: ./G Till:	
	New York	(Street)	10017					Orig	nendment, inal nth/Day/Ye		7.	(Check Applica X Form file Form file	oint/Group Filing able Line) led by One Reporting Pers iled by More than porting Person	son
_		(State)												
	(City)	(State)	(Zip)	Table l	— Non-	Derivative Se	curit	ies Acquir	ed, Dispos	ed of, or B	enefic	cially Owned		
1.	Title of 2. Security (Instr. 3)	Transaction Date (Month/Day/Year)	2A. Deemed Executio Date, if any (Month/Day/Year		3. Trans (Instr	saction Code :. 8)	4.	Securities Disposed of (Instr. 3, 4	of (D)	(A) or	5.	Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership 7. Form: Direct (D) or Indirect (I) (Instr. 4)	Nature of Indirect Beneficial Ownership (Instr. 4)
		(,	(1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		Code	· V		Amount	(A) or (D)	Price				
	Class A common stock	12/19/02			P			4,000	A	\$39.08			D	
	Class A common stock	12/19/02			P			16,000	A	\$39.09			D	
	Class A common stock	12/19/02			P			4,000	A	\$39.10			D	
	Class A common stock	12/19/02			P			12,000	A	\$39.11			D	
	Class A common stock	12/19/02			P			4,000	A	\$39.13			D	
	Class A common stock	12/19/02			P			4,000	A	\$39.14			D	
	Class A common stock	12/19/02			P			8,000	A	\$39.16			D	
	Class A common stock	12/19/02			P			1,000	A	\$39.18			D	
	Class A common stock	12/19/02			P			7,000	A	\$39.19			D	
	Class A common stock	12/19/02			P			4,000	A	\$39.20			D	
_														
_	Class A common stock	12/19/02			P			4,000	A	\$39.25			D	
	Class A common stock	12/19/02			P			2,000	A	\$39.29			D	
	Class A common stock	12/19/02			P			2,000	A	\$39.30			D	
	Class A common stock	12/19/02			P			4,000	A	\$39.31			D	
	Class A common stock	12/19/02			P			5,000	A	\$39.33			D	
	Class A common stock	12/19/02			P			7,000	A	\$39.34			D	
	Class A	12/19/02			Р			5.000	A	\$39.35			D	

	common stock											
	Class A common stock	12/19/02				P	4,000	A	\$39.50		D	
	Class A common stock	12/19/02				P	4,000	A	\$39.53		D	
	Class A common stock	12/19/02				P	4,000	A	\$39.59	276,110,000	D	
FOI	RM 4 (Continued)				Table II	— Derivative Securi	ties Acquirec	d, Disposed	l of, or Benefi	cially Owned		
_	Title of Derivative	Conversion or	Transaction	Data	3A.	(e.g., puts, calls, w					6. Date Exercisab	alo and Evoiration
	Security (Instr. 3)	Exercise Price of Derivative Security	(Month/Da			Date, if any (Month/Day/Year)	(Instr.		Securit Dispos	ies Acquired (A) or ed of (D) 3, 4, and 5)	Date (Month/E	Day/Year)
							Code	V	(A)	(D)	Date Exercisable	Expiration Date
7.	Title and Amount (Instr. 3 and 4)	of Underlying Securities		8. Pric Secu (Insi	e of Deriv urity tr. 5)	vative 9.	Number of Securities I Owned Fol Reported T (Instr. 4)	Beneficially lowing		Ownership Form of Derivative Securitition Direct (D) or Indirect (Instr. 4)	ies:	Nature of Indirect Beneficial Ownership (Instr. 4)
	Title	Amount or Shares	Number of									
Exp	lanation of Response	es:										
		V	/s/ AMY J. EI Vice President and							December	20, 2002	
		**	Signature of Repo	rting Person						Da	ite	
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, \emph{see} Instruction $4(\emph{b})(\emph{v})$.

** 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.