

- 60,808,062 SHARES
6. SHARED VOTING POWER
16,220,125 SHARES
7. SOLE DISPOSITIVE POWER
0 SHARES
8. SHARED DISPOSITIVE POWER
77,028,187 SHARES
9. AGGREGATED AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
77,028,187 SHARES

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

NOT APPLICABLE

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
5.2%

12. TYPE OF REPORTING PERSON*

BK

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ITEM 1.

(A) NAME OF ISSUER

KRAFT FOODS INC.

(B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

THREE LAKES DRIVE
NORTHFIELD IL 60093

ITEM 2.

(A) NAME OF PERSON FILING

STATE STREET BANK AND TRUST COMPANY, TRUSTEE

(B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE,
RESIDENCE

STATE STREET FINANCIAL CENTER
ONE LINCOLN STREET
BOSTON, MA 02111

(C) CITIZENSHIP

BOSTON, MASSACHUSETTS

(D) TITLE CLASS OF SECURITIES

COMMON STOCK

(E) CUSIP NUMBER

50075N104

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR
13D-2(B), CHECK WHETHER THE PERSON FILING IS A:

(B) BANK AS DEFINED IN SECTION 3(A)(6) OF THE ACT

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ITEM 4. OWNERSHIP

(A) AMOUNT BENEFICIALLY OWNED

77,028,187 SHARES

(B) PERCENT OF CLASS
5.2%

(C) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:
(I) SOLE POWER TO VOTE OR TO DIRECT THE VOTE OF
60,808,062 SHARES
(II) SHARED POWER TO VOTE OR TO DIRECT THE VOTE OF
16,220,125 SHARES
(III) SOLE POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF
0 SHARES
(IV) SHARED POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF
77,028,187 SHARES

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS
NOT APPLICABLE

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER
PERSON.
NOT APPLICABLE

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH
ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT
HOLDING COMPANY
NOT APPLICABLE

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP
NOT APPLICABLE

ITEM 9. NOTICE OF DISSOLUTION OF GROUP
NOT APPLICABLE

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ITEM 10. CERTIFICATION

THE FOLLOWING CERTIFICATION SHALL BE INCLUDED IF THE
STATEMENT IS FILED PURSUANT TO RULE 13D-1(B):

BY SIGNING BELOW I CERTIFY THAT, TO THE BEST OF MY
KNOWLEDGE AND BELIEF, THE SECURITIES REFERRED TO ABOVE WERE
ACQUIRED IN THE ORDINARY COURSE OF BUSINESS AND WERE NOT ACQUIRED
FOR THE PURPOSE OF AND DO NOT HAVE THE EFFECT OF CHANGING OR
INFLUENCING THE CONTROL OF THE ISSUER OF SUCH SECURITIES AND WERE
NOT ACQUIRED IN CONNECTION WITH OR AS A PARTICIPANT IN ANY
TRANSACTION HAVING SUCH PURPOSES OR EFFECT.

THIS REPORT IS NOT AN ADMISSION THAT STATE STREET BANK AND
TRUST COMPANY IS THE BENEFICIAL OWNER OF ANY SECURITIES COVERED BY
THIS REPORT, AND STATE STREET BANK AND TRUST COMPANY EXPRESSLY
DISCLAIMS BENEFICIAL OWNERSHIP OF ALL SHARES REPORTED HEREIN
PURSUANT TO RULE 13D-4.

SIGNATURE

AFTER REASONABLE INQUIRY AND TO THE BEST OF MY KNOWLEDGE AND
BELIEF, I CERTIFY THAT THE INFORMATION SET FORTH IN THIS STATEMENT
IS TRUE, COMPLETE AND CORRECT.

17 FEBRUARY 2009

STATE STREET CORPORATION
STATE STREET BANK AND TRUST COMPANY,
TRUSTEE

/s/ SYDNEY MARZEOTTI

VICE PRESIDENT