

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  
 Mary L. Schapiro  
 Three Lakes Drive  
 IL, Northfield 60093
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  
 9/30/2002
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
 Director ( ) 10% Owner ( ) Officer (give title below) ( ) Other  
 (specify below)
7. Individual or Joint/Group Filing (Check Applicable Line)  
 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. 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						1743	D	

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. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned at End of Month	10. Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership
				Amount	A/D	Amount	Exercisable Date	Expiration Date					
Phantom Stock	1-for-1	1	A	472	A	2	2	Class A Common Stock 2	472	1	614 3	D	

Explanation of Responses:

1. The phantom stock units were accrued under the Kraft Foods Inc. 2001 Compensation Plan for Non-Employee Directors on 3/29/02, 6/28/02 and 9/30/02, ranging in price from \$36.46 and \$40.95.
2. The units are to be settled in cash upon the reporting person's termination as a member of the issuer's board of directors.
3. Please be advised that 142 phantom stock units accrued for the benefit of the reporting person were labelled as "Performance Rights" on a Form 5 filed for the 2001 reporting period.