
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

KRAFT FOODS INC.
(Exact Name of Registrant as Specified in Its Charter)

Virginia
(State of Incorporation or Organization)

52-2284372
(I.R.S. Employer Identification No.)

Three Lakes Drive, Northfield, Illinois
(Address of Principal Executive Offices)

60093
(Zip Code)

If this form relates to the registration of
a class of securities pursuant to Section
12(b) of the Exchange Act and is effective
pursuant to General Instruction A.(c),
please check the following box.

If this form relates to the registration of
a class of securities pursuant to Section
12(g) of the Exchange Act and is effective
pursuant to General Instruction A.(d),
please check the following box.

Securities Act registration statement file number to which this form relates: 333-57162

(If applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class
to be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

Class A Common Stock, no par value

New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

(Title of Class)

None

Item 1: Description of Registrant's Securities to be Registered.

The description under the heading "Description of Capital Stock" relating to the Registrant's Class A common stock, no par value, contained in the Prospectus included in the Registrant's Registration Statement on Form S-1 (No. 333-57162), as amended by any amendments to such Registration Statement, and by any prospectus filed pursuant to Rule 424(b) of the General Rules and Regulations under the Securities Act of 1933, as amended, is incorporated herein by reference.

Item 2: Exhibits.

Not applicable.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act

of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

KRAFT FOODS INC.

By: /s/ CALVIN J. COLLIER

Name: Calvin J. Collier

Title: Senior Vice President, General Counsel
and Corporate Secretary

Date: May 9, 2001