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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

KRAFT FOODS INC.
(Exact name of Registrant as specified in its charter)

Virginia
(State or other jurisdiction
of incorporation or organization)

52-2284372
(IRS Employer
Identification Number)

Three Lakes Drive
Northfield, Illinois 60093
(847) 646-2000

(Address, including zip code, and telephone number, including area code, of
Registrant's principal executive office)

Calvin J. Collier, Esq.
Kraft Foods Inc.
Three Lakes Drive
Northfield, Illinois 60093
(847) 646-2000
(Name, address, including zip code, and
telephone number, including area code, of
agent for service)

Copies to:
Jerry E. Whitson, Esq.
Hunton & Williams
200 Park Avenue
New York, New York 10166-0136
(212) 309-1000

PURPOSE OF AMENDMENT

Termination of Offering and Removal of Debt Securities and Warrants to Purchase Debt Securities from Registration.

The Registrant registered \$5,000,000,000 in debt securities or warrants to purchase debt securities under this Registration Statement on Form S-3 (the "Registration Statement"), \$4,000,000,000 of which has been sold.

The offering contemplated by the Registration Statement has terminated. Pursuant to the undertakings in Item 17 of the Registration Statement, the Registrant is removing from registration, by means of a post-effective amendment to the Registration Statement, any of the securities registered under the Registration Statement that remained unsold at the termination of the offering.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Northfield, State of Illinois, on April 17, 2002.

KRAFT FOODS INC.

By: /s/ JAMES P. DOLLIVE

Name: James P. Dollive
Title: Senior Vice President and
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature

Title

Date

/s/ BETSY D. HOLDEN

Co-Chief Executive Officer and
Director (principal co-executive officer)

April 17, 2002

Betsy D. Holden

/s/ ROGER K. DEROMEDI

Co-Chief Executive Officer and
Director (principal co-executive officer)

April 17, 2002

Roger K. Deromedi

/s/ JAMES P. DOLLIVE

Senior Vice President and Chief Financial
Officer (principal financial officer)

April 17, 2002

James P. Dollive

/s/ JOHN F. MOWRER, III

Vice President and Controller (principal
accounting officer)

April 17, 2002

John F. Mowrer, III

/s/ GEOFFREY C. BIBLE

Director

April 17, 2002

Geoffrey C. Bible

/s/ LOUIS C. CAMILLERI

Director

April 17, 2002

Louis C. Camilleri

/s/ W. JAMES FARRELL

Director

April 17, 2002

W. James Farrell

/s/ JOHN C. POPE

Director

April 17, 2002

John C. Pope

/s/ MARY L. SCHAPIRO

Director

April 17, 2002

Mary L. Schapiro

/s/ WILLIAM H. WEBB

Director

April 17, 2002

William H. Webb

/s/ DEBORAH C. WRIGHT

Director

April 17, 2002

Deborah C. Wright