FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-0287								
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Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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Name and Address of Reporting Person*  King Person						2. Issuer Name and Ticker or Trading Symbol KRAFT FOODS INC [ KFT ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)								
<u>King Pamela E</u>										•					Direc	ctor		10% O	wner				
					3 D	Date of Earliest Transaction (Month/Day/Year)									X	Office	er (give title v)		Other (speci below)				
(Last)		(Firs	,	Middle)					i iiaiis	action (iv	1011111	Day/ (Cai)					S	enior VP a	nd Con	roller			
KRAFT FOODS INC.				102/	02/11/2009																		
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(0)						.	4. It Amendment, Date of Original Filed (Month/Day/Teal)										Line)						
(Street)																X	Form	n filed by One	e Reportir	ng Pers	on		
NORTH	IELD	IL	t	60093												Form filed by More than One Reporting							
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(City)		(Sta	te) (2	Zip)																			
			Tabl	e I - Noi	n-Deriv	ative	Se	curitie	s Acc	uired,	Dis	posed o	f, o	r Ben	efici	ally O	wne	ed					
1. Title of Security (Instr. 3) 2. Transac Date				action	tion 2A. Deemed Execution Date,			3. 4. Securities Acquired (A) Transaction Disposed Of (D) (Instr. 3, 4					(A) or 3. 4 aı	nd 5	5. Amo Securi	ount of	6. Owne Form: D		7. Nature of Indirect				
(Month/E					Day/Yea	ır)   it	if any (Month/Day/Year)		Code (Instr.   5)				-,	Ber		cially	(D) or In	(D) or Indirect	Beneficial Ownership				
						- ["										Owned Following ( Reported		(I) (Instr.	(I) (Instr. 4)	(Instr. 4)			
										Code	v	Amount		(A) or (D)	Price		Transaction(s) (Instr. 3 and 4)				. ,		
Class A Common Stock 02/11/2						/2009				F		1,667	1) D \$25		5.07 26,13		6,135	D					
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1. Title of	2.		3. Transaction	3A. Deemed		4.		5. Number		6. Date Exercisable and			7. Title and			8. Price of		9. Number o	f 10.		11. Nature		
Derivative	Conversi		Date (Month/Day/Year)	Execution	Date,	Code (Instr				Expiration Date Amou (Month/Day/Year) Secur				Amount of Securities Underlying		Derivative Security (Instr. 5)		derivative		Ownership Form: Direct (D)	of Indirect		
Security (Instr. 3)	or Exerci Price of	se		if any (Month/Day/Yea	ay/Year)													Securities Beneficially			Beneficial Ownership		
Derivative						•	Acquired			Derivative				-4 0	l`	<i>'</i>	Owned	or In	direct	(Instr. 4)			
Security (A) or Disposed							Security (Instr. and 4)					Str. 3			Following Reported	(1) (11	str. 4)						
							of (D)						•				Transaction	(s)					
								(Instr. 3, 4 and 5)										(Instr. 4)					
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						Code	v	(A)		Date Exercisa		Expiration Date	Title	e of	ires								

## **Explanation of Responses:**

1. Withholding of shares of Class A Common Stock to satisfy tax withholding obligations in connection with the vesting of restricted shares awarded under the Issuer's 2005 Performance Incentive Plan.

## Remarks:

<u>Irma Villarreal by Power of Attorney</u>

02/12/2009

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.