FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB AF	PROVAL
OMB Number:	3235-0287

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b)

1. Name and Address of Reporting Person\*

Jones Kim Harris

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

2. Issuer Name and Ticker or Trading Symbol

KRAFT FOODS INC [ KFT ]

		Estimated average burden									
		hours per	0.5								
5. Relationship of Reporting Person(s) to Issuer (Check all applicable)											
	Director		10% Owner								
X	Officer (gives)	e title	e title Other (specify below)								
	SVP and Corporate Controller										
Individual or Joint/Group Filing (Check Applicable Line)											

Date (Month/Day/Year)	1	FOODS IN	IC.	Middle)		3. Date of Earliest Transaction (Month/Day/Year) 10/07/2011						SVP and Corporate Controller						
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)    2. Transaction Date (Month/Day/Year)   2. Deemed Execution Date, if any (Month/Day/Year)   2. Ownership fany (Month/Day/Year)   2. Transaction (Month/Day/Year)   3. Number of derivative Securities (Month/Day/Year)   4. Transaction (Month/Day/Year)   4. Transaction (Month/Day/Year)   4. Monunt of Securities (Month/Day	(Street)			60093		4. If Ar	mendme	nt, Date o	of Origina	l Filed	i (Month/Da	ay/Year	)		ne) X Forr Forr	n filed by On	e Reporting Per	son
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Instr. 3, 4 and Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)  3. Transaction Date (Instr. 3 and 4)  4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and Securities Beneficially Owned (Instr. 4)  5. Amount of Securities Beneficially Owned (Instr. 4)  6. Ownership Form: Direct (D) or indirect (Instr. 4)  7. Title and Amount of Securities Securities Underlying Derivative Security (Instr. 5)  8. Price of Derivative Securities Underlying Derivative Security (Instr. 5)  8. Price of Derivative Securities Underlying Derivative Security (Instr. 4)  8. Price of Derivative Securities Underlying Derivative Security (Instr. 4)  9. Number of derivative Securities Underlying Derivative Security (Instr. 4)  11. Naturative Securities Underlying Derivative Security (Instr. 4)  12. Transaction Date (Instr. 4)  13. Transaction Date Securities Underlying Derivative Securities Underlying Derivative Security (Instr. 4)  14. Securities Acquired (A) or Disposed of (D) (Instr. 4)  15. Number of derivative Securities Underlying Derivative Security (Instr. 5)  15. Number of Derivative Securities Underlying Derivative Security (Instr. 4)  16. Date Exercisable and Expiration Date (Month/Day/Year)  17. Title and Amount of Securities Underlying Derivative Security (Instr. 4)  18. Price of Derivative Securities Output Date (I) (Instr. 4)  19. Number of Derivative Security (Instr. 3)  19. Ownership Form: Direct (I) (Instr. 4)  19. Ownership Form: Direct (I) (Instr. 4)  19. Ownership	(City)	(5	State) (	Zip)														
Date (Month/Day/Year)			Tab	e I - No	n-Deriv	ative S	ecurit	ies Ac	quired,	, Dis	posed o	f, or	Bene	eficia	lly Own	ed		
Class A Common Stock  10/07/2011  A 18,720(1) A \$0 40,795 D  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  Price of Derivative Security  Security  (Instr. 3)  A 18,720(1) A \$0 40,795 D  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3)  Price of Derivative Security  (Instr. 3)  A Deemed Execution Date (Month/Day/Year)  Transaction Code (Instr. 8)  5. Number of Derivative Securities Underlying Derivative Security (Instr. 3)  A Deemed Expiration Date (Month/Day/Year)  Transaction Code (Instr. 4)  Transaction Code (Instr. 4)  To Disposed of (D) (Instr. 3, 4)  To Disposed of (D) (Instr. 4)  Transaction (Disposed of (D) (Disposed of (D) (Instr. 4)  Transaction (Disposed of (D) (Instr. 4)  To Disposed of (D) (Instr. 4)	1. Title of Security (Instr. 3)		Date	e Execution if any		ecution Date, any		Transaction Disposed Code (Instr. 5)					d Secur Benef Owne	ities icially d Following	Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3) Price of Derivative Security Security Security Price of Derivative Security Security Security Security Security Securities Securities A. Deemed Execution Date (Month/Day/Year) Securities Securities (Instr. 4) S. Number of Derivative Security (Instr. 3) S. Number of Derivative Security (Instr. 3) S. Number of Derivative Securities Underlying Derivative Security (Instr. 3) Securities Securities Securities Securities Security (Instr. 3) S. Number of Derivative Security (Instr. 3) S. Number of Derivative Security (Instr. 3) Securities Underlying Derivative Security (Instr. 3) Securities Underlying Derivative Security (Instr. 4) Securities Securiti									Code	v	Amount			Price	Trans	action(s)		(11301. 4)
(e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  Price of Derivative Security Security Security Security Security Security Security Securities Securit	Class A C	Class A Common Stock 1			10/07	//2011			A		18,720	(1)	A	\$0	) 4	0,795	D	
Derivative Security (Instr. 3)    Derivative Security (Instr. 3)   Derivative Security (Instr. 3)   Derivative Security (Instr. 3)   Derivative Security (Instr. 3)   Derivative Security (Instr. 3)   Derivative Security (Instr. 3)   Derivative Security (Instr. 3)   Derivative Security (Instr. 3)   Derivative Security (Instr. 3)   Derivative Security (Instr. 3)   Derivative Security (Instr. 3)   Derivative Security (Instr. 3)   Derivative Security (Instr. 3)   Derivative Security (Instr. 4)   Derivative Security (Instr. 5)   Derivative Security (Instr. 5)   Derivative Security (Instr. 4)   Derivative Security (Instr. 4)   Derivative Security (Instr. 5)   Derivative Security (Instr. 4)   Derivative Security (Instr. 5)   Derivative Security (Instr. 5)   Derivative Security (Instr. 4)   Derivative Security (Instr. 4)			Ta												/ Owned			
	Derivative Security	Conversion or Exercise Price of Derivative	Date	Execution if any	n Date,	Transacti Code (Ins	on of Del Sec (A) Dis of (In:	rivative curities quired or posed D) str. 3, 4	<b>Expiration Date</b>		Amount o Securities Underlyin Derivative Security (		nt of ities lying ative ity (Ins	str. 3	Derivative Security	derivative Securities Beneficially Owned Following Reported Transaction	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

## **Explanation of Responses:**

1. Shares of restricted stock awarded under Kraft Foods' Amended and Restated 2005 Performance Incentive Plan. Shares will vest as follows: (a) 25% on the earlier of (i) the effective date of Kraft Foods' spin-off of its North American grocery business, as announced on August 4, 2011, or (ii) October 7, 2014 and (b) 75% on October 7, 2014.

Exercisable

(D)

/s/ Phuong Lam, by Power of Attorney

Number

of Shares

Title

Expiration

10/11/2011

\*\* 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.