

FORM 4

Washington, D.C. 20549

OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or
Section 30(h) of the Investment Company Act of 1940

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(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Philip Morris Companies Inc.			Kraft Foods Inc. (NYSE-KFT)		<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year	<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
120 Park Avenue				12/30/2002		
(Street)				5. If Amendment, Date of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable Line)	
					<input checked="" type="checkbox"/> Form filed by One Reporting Person	
New York			NY	10017	<input type="checkbox"/> Form filed by More than One Reporting Person	
(City)	(State)	(Zip)				

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount (A) or (D)			
Class A common stock	12/30/02		P		5,000	A	\$38.78	D
Class A common stock	12/30/02		P		17,000	A	\$38.86	D
Class A common stock	12/30/02		P		5,500	A	\$38.87	D

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Class A common stock	12/30/02	P	13,000	A	\$38.88		D
Class A common stock	12/30/02	P	5,000	A	\$38.89		D
Class A common stock	12/30/02	P	5,000	A	\$38.90		D
Class A common stock	12/30/02	P	5,000	A	\$38.93		D
Class A common stock	12/30/02	P	4,000	A	\$38.94		D
Class A common stock	12/30/02	P	10,000	A	\$38.95		D
Class A common stock	12/30/02	P	2,500	A	\$38.96		D
Class A common stock	12/30/02	P	8,000	A	\$38.97		D
Class A common stock	12/30/02	P	5,990	A	\$39.10	276,600,990	D

FORM 4 (Continued)

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)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date

This image shows a blank sheet of white paper with horizontal ruling lines. The lines are evenly spaced and extend across the width of the page. There are no margins, text, or other markings on the paper.

11. Nature of Indirect Beneficial Ownership (Instr. 4)

[illegible]

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**Signature of Reporting Person
G. Penn Holsenbeck
Vice President, Associate General
Counsel & Corporate Secretary

Date

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

* 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.
