

BREARTON DAVID A

Form 4

January 22, 2010

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BREARTON DAVID A

(Last) (First) (Middle)

**KRAFT FOODS INC., THREE
LAKES DRIVE**

(Street)

NORTHFIELD, IL 60093

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
KRAFT FOODS INC [KFT]

3. Date of Earliest Transaction
(Month/Day/Year)
01/20/2010

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EVP OPER & BUS SVS

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Class A Common Stock	01/20/2010		M		4,063 (1)	A \$ 24.29	117,760 D
Class A Common Stock	01/20/2010		F		3,449 (1)	D \$ 28.63	114,311 D
Class A Common Stock	01/20/2010		F		182 (1)	D \$ 28.63	114,129 D
Class A Common	01/20/2010		M		5,992 (1)	A \$ 21.88	120,121 D

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Stock

Class A Common Stock	01/20/2010	F	4,581 (1)	D	\$ 28.63	115,540	D
Class A Common Stock	01/20/2010	F	416 (1)	D	\$ 28.63	115,124	D
Class A Common Stock	01/20/2010	M	3,966 (1)	A	\$ 26.81	119,090	D
Class A Common Stock	01/20/2010	F	3,715 (1)	D	\$ 28.63	115,375	D
Class A Common Stock	01/20/2010	F	75 (1)	D	\$ 28.63	115,300	D

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

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(9-02)

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)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 24.29	01/20/2010		M	4,063 (1)	04/02/2007 01/26/2010	Class A Common Stock	4,063
Stock Option (right to buy)	\$ 21.88	01/20/2010		M	5,992 (1)	04/02/2007 01/26/2010	Class A Common Stock	5,992

Stock Option (right to buy)	\$ 26.81	01/20/2010	M	3,966 <u>(1)</u>	04/02/2007	01/26/2010	Class A Common Stock	3,966
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BREARTON DAVID A KRAFT FOODS INC. THREE LAKES DRIVE NORTHFIELD, IL 60093			EVP OPER & BUS SVS	

Signatures

/s/ Carol J. Ward, by Power of Attorney

01/22/2010

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) This Form 4 is being filed to report the exercise of stock options that became 100% exercisable on April 2, 2007 and expire on January 26, 2010, and to report the surrender of securities in payment of the exercise price and taxes.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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