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PHILIP MORRIS COMPANIES INC

Form 8-K

March 16, 2001

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 16, 2001

PHILIP MORRIS COMPANIES INC.
(Exact name of registrant as specified in its charter)

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|---|---------------------------------------|---|
| Virginia (State or other jurisdiction of incorporation) | 1-8940 (Commission File Number) | 13-3260245 (I.R.S. Employer Identification No.) |
|---|---------------------------------------|---|

| | |
|---|--------------------------|
| 120 Park Avenue, New York, New York (Address of principal executive offices) | 10017-5592 (Zip Code) |
|---|--------------------------|

Registrant's telephone number, including area code: (917) 663-5000

(Former name or former address, if changed since last report.)

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Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits.

99.1 Kraft Foods Inc. Registration Statement on Form S-1

Item 9. Regulation FD Disclosure.

The information in this Current Report is being furnished pursuant to Item 9 and shall not be deemed "filed" for the purposes of Section 18 of the

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Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference into any registration statement pursuant to the Securities Act of 1933, as amended. The furnishing of the information in this Current Report is not intended to, and does not, constitute a representation that such furnishing is required by Regulation FD or that the information in this Current Report contains material investor information that is not otherwise publicly available.

On March 16, 2001, Kraft Foods Inc., a wholly-owned food and beverage subsidiary of Philip Morris Companies Inc., filed a Registration Statement on Form S-1 with the Securities and Exchange Commission in connection with the initial public offering of Kraft Foods Inc. Class A common stock. A copy of the Form S-1 is attached as Exhibit 99.1.

A registration statement relating to the Kraft Foods Inc. Class A common stock has been filed with the Securities and Exchange Commission but has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This Current Report shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PHILIP MORRIS COMPANIES INC.

By: /s/ G. PENN HOLSENBECK

Name: G. Penn Holsenbeck
Title: Vice President, Associate General
Counsel and Corporate Secretary

DATE: March 16, 2001

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INDEX TO EXHIBITS

| Exhibit No. ----- | Description ----- |
|----------------------|---|
| 99.1 | Kraft Foods Inc. Registration Statement on Form S-1 |

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