

KRAFT FOODS INC

Form 4/A

February 14, 2008

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

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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)

03/30/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)
04/03/2007

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Executive Vice President

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	03/30/2007		A	28,390 (1)	A \$ 0 92,724 (2)	D	
Units (3) (4)	03/30/2007		A	5,757	A \$ 0 6,521.65	I	By 401(k) Plan

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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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.
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 26.42	03/30/2007		A		1,507		04/02/2007 06/29/2009 Class A Common Stock	1,507
Stock Option (right to buy)	\$ 26.42	03/30/2007		A		1,922		04/02/2007 01/31/2011 Class A Common Stock	1,922
Stock Option (right to buy)	\$ 26.42	03/30/2007		A		3,184		04/02/2007 06/29/2009 Class A Common Stock	3,184
Stock Option (right to buy)	\$ 26.81	03/30/2007		A		3,966		04/02/2007 01/26/2010 Class A Common Stock	3,966
Stock Option (right to buy)	\$ 24.29	03/30/2007		A		4,063		04/02/2007 01/26/2010 Class A Common Stock	4,063
Stock Option (right to buy)	\$ 26.81	03/30/2007		A		4,316		04/02/2007 06/29/2009 Class A Common Stock	4,316
Stock Option (right to buy)	\$ 21.88	03/30/2007		A		5,992		04/02/2007 01/26/2010 Class A Common Stock	5,992
Stock Option (right to buy)	\$ 26.81	03/30/2007		A		6,210		04/02/2007 06/23/2008 Class A Common Stock	6,210

Stock Option (right to buy)	\$ 25.71	03/30/2007	A	8,883	04/02/2007	01/31/2011	Class A Common Stock	8,883
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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			Executive Vice President	

Signatures

/s/ Carol J. Ward, by Power of Attorney
02/14/2008

****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) Amends total number of shares of Issuer common stock received in connection with the March 30, 2007 distribution of Issuer's shares previously owned by Altria Group, Inc.
- (2) Amends total number of shares beneficially owned by the reporting person.
- (3) Units represent interests in Kraft stock fund, which are payable in cash. Report is made in units because the reporting person's interest in the Kraft stock fund fluctuates with fund performance.
- (4) Previously reported as Class A Common Stock directly owned by the reporting person. Securities are units indirectly owned by the reporting person in Issuer's 401(k) plan.
- (5) Amends the total number of derivative securities beneficially owned by the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.