BAXTER JOHN F

Form 4

February 06, 2006

OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Check this box

OMB 3235-0287 Number:

Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5 obligations

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

See Instruction 1(b).

(Print or Type Desponses)

may continue.

(Print or Type	Responses)								
1. Name and BAXTER.	Address of Reporting P JOHN F	Symbol	2. Issuer Name and Ticker or Trading Symbol KRAFT FOODS INC [KFT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (M	iddle) 3. Date of	Earliest Transaction		(Check an appreciate)				
THREE LA	AKES DRIVE	`	(Month/Day/Year) 02/03/2006			Director 10% Owner Selfont of the property of the pelow of the property of the pelow of the property of the pelow of the property of the propert			
	(Street)	4. If Amen	dment, Date Original	6.	6. Individual or Joint/Group Filing(Check				
NORTHFI	ELD, IL 60093	Filed(Mont	h/Day/Year)	_	pplicable Line) K_ Form filed by On _ Form filed by Mo erson				
(City)	(State) (Z	Zip) Table	I - Non-Derivative Sec	curities Acquir	ed, Disposed of,	or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Transactior(A) or Disp Code (Instr. 3, 4 (Instr. 8)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	etion(A) or Disposed of (D)			Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(A)		Reported	(I)	
					or		Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
			Code V	Amount	(D)	Price	(IIIsti. 3 aliu 4)		
CLASS A				0.577		Φ			
COMMON	02/03/2006	02/03/2006	F	2,577	D	\$	51,468	D	
STOCK				<u>(1)</u>		29.075	,		
210011									
									HELD
CLASS A									BY
COMMON							3,446	I	KRAFT
STOCK							,		THRIFT
510011									PLAN
									1 12/11
CLASS A									HELD
COMMON							100 (2)	I	BY
STOCK									SPOUSE

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration Da	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative	e		Securi	ties	(Instr. 5)
	Derivative				Securities	;		(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date Exercisable	Expiration Date		or	
								Title	Number	
				~					of	
				Code \	V (A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BAXTER JOHN F THREE LAKES DRIVE NORTHFIELD, IL 60093

EXEC VICE PRES

Signatures

/S/ MARC S. FIRESTONE, BY POWER OF ATTORNEY

02/06/2006

**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) Withholding of shares of Class A Common Stock to satisfy tax withholding obligations in connection with the vesting of restricted shares awarded under the Issuer's 2001 Performance Incentive Plan.
- (2) Reporting person disclaims beneficial ownership of these shares held by spouse.

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.

Reporting Owners 2