### Edgar Filing: KRAFT FOODS INC - Form 4

KRAFT FOO Form 4	DDS INC									
April 04, 200	6									
FORM	1								PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287	
Check this if no longe subject to Section 16 Form 4 or Form 5			SECUI	RITIES		WNERSHIP OF	Expires: Estimated burden hou response	urs per		
obligation may conti <i>See</i> Instru 1(b).	s Section 17( ction	(a) of the l	Public U	Itility Hol	ding Co		nge Act of 1934, c of 1935 or Sectio 1940	on		
(Thit of Type R	esponses)									
1. Name and Address of Reporting Person <u>*</u> POPE JOHN C			2. Issuer Name <b>and</b> Ticker or Trading Symbol KRAFT FOODS INC [KFT]				5. Relationship of Reporting Person(s) to Issuer			
							(Check all applicable)			
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)			Officer (give title Other (specify				
810 S. RIDGE RD			04/03/2006				below) below)			
	4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>						
LAKE FORI	EST, IL 60045						Person		1 0	
(City)	(State)	(Zip)	Tab	ole I - Non-J	Derivative	Securities A	Acquired, Disposed of	of, or Beneficia	lly Owned	
	2. Transaction Date Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or of (D)	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)	
Reminder: Dong	ort on a senarate lin	for each a	ass of see	urities hand	ficially ow	ned directly	or indirectly			
Kennider: Kepc	ort on a separate line		ass 01 sec	unues defie	Perso inforr requi	ns who res nation con red to resp ays a curre	spond to the colle tained in this form ond unless the for ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

# 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. Number	6. Date Exercisable and	7. Title and Amount of	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	S
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities			(I

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	Derivative Security				Acqu (A) o Dispo of (D (Instr and 5	or osed ) :. 3, 4,				
				Code N	/ (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
PHANTOM STOCK	(1)	04/03/2006	04/03/2006	А	384		<u>(1)</u>	<u>(1)</u>	CLASS A COMMON STOCK	384

## **Reporting Owners**

Reporting Owner Name / Address		Relationsh						
	Director	10% Owner	Officer	Other				
POPE JOHN C 810 S. RIDGE RD LAKE FOREST, IL 60045	Х							
Signatures								
/S/ MARC S. FIRESTONE, B' ATTORNEY	04/04/2006							
<u>**</u> Signature of Report		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) The units are to be settled in cash upon reporting person's termination as a member of Issuer's board of directors.
- (2) The phantom stock was accrued on April 3, 2006 under the Kraft Foods Inc. 2001 Compensation Plan for Non-Employee Directors based on the closing price (\$30.31) on March 31, 2006.

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.