

KRAFT FOODS INC
 Form 4/A
 August 04, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SCHAPIRO MARY L

(Last) (First) (Middle)

FINRA, 1735 K STREET N.W.,
 11TH FLOOR

(Street)

WASHINGTON, DC 20006

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/01/2008

4. If Amendment, Date Original Filed(Month/Day/Year)
 07/03/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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 displays a currently valid OMB control number.

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 Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Underlying Securities |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|-----------------------------------|
| | | | | | | | | |

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Instr. 3, 4, and 5) | | | | | | | | |
|------------------|------------------------------------|------------------|------------|--|-------------------------|-----|---------------------|--------------------|----------------------------|-------------------------------------|----|---|--|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Phantom Stock | (1) | 07/01/2008 | A | | 270.65 (2) (3) | | (4) | (4) | Class A Common Stock | 270.65 | \$ | 2 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHAPIRO MARY L FINRA 1735 K STREET N.W., 11TH FLOOR WASHINGTON, DC 20006 | X | | | |

Signatures

/s/ Irma Villarreal, by Power of Attorney
Date: 08/04/2008

**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) Each share of phantom stock is the economic equivalent of one share of Issuer's Class A Common Stock. The shares were acquired under the Kraft Foods Inc. 2006 Compensation Plan for Non-Employee Directors and are payable in cash.
- (2) The number of shares of phantom stock credited to the reporting person is determined by dividing the reporting person's deferred compensation fees by the closing price (\$28.45) of the Issuer's Class A Common Stock on June 30, 2008.
- (3) Pursuant to an administrative error, the July 1, 2008 transaction showed the amount of derivative securities acquired in Column 5 of Table II incorrectly as 1,353.25 and total number of derivative securities owned in Column 9 of Table II incorrectly as 9,248.9. This amendment is being filed to correct the number of derivative securities in Column 5 and Column 9 of Table II.
- (4) Shares of phantom stock are payable in cash upon the reporting person's election or upon termination of service as a member of the Issuer's Board of Directors.
- (5) Updated to reflect accumulated investment performance of the shares.

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.