

Cofer Timothy P.
Form 3
August 15, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Cofer Timothy P. | | (Month/Day/Year) | KRAFT FOODS INC [KFT] | |
| (Last) | (First) | (Middle) | 08/15/2011 | |
| C/O KRAFT FOODS INC., Â THREE LAKES DRIVE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NORTHFIELD, Â IL Â 60093 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | EVP & Pres Kraft Foods Europe | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Class A Common Stock | 47,400 ⁽¹⁾ | D | Â |
| Units | 1,949 ⁽²⁾ | I | 401(k) plan |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|------------------------------|------------------|-----------------|----------------------|----------------------------|---------------------|---|---|
| Stock Options (right to buy) | Â (3) | 02/02/2018 | Class A Common Stock | 23,760 | \$ 29.485 | D | Â |
| Stock Options (right to buy) | Â (4) | 02/20/2019 | Class A Common Stock | 31,760 | \$ 23.6385 | D | Â |
| Stock Options (right to buy) | Â (5) | 02/21/2020 | Class A Common Stock | 38,640 | \$ 29.145 | D | Â |
| Stock Options (right to buy) | Â (6) | 02/23/2021 | Class A Common Stock | 39,600 | \$ 31.825 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cofer Timothy P. C/O KRAFT FOODS INC. THREE LAKES DRIVE NORTHFIELD, IL 60093 | Â | Â | Â EVP & Pres Kraft Foods Europe | Â |

Signatures

/s/ Phuong Lam, by Power of Attorney 08/15/2011

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- Total number of shares includes 20,980 shares of restricted stock awarded under Kraft Foods' Amended and Restated 2005 Performance
- (1) Incentive Plan. Restricted shares will vest as follows: 7,940 shares on February 17, 2012; 6,440 shares on February 22, 2013; and 6,600 shares on February 24, 2014.
 - (2) Units represent interests in the Kraft Foods Stock Fund, which are payable in cash. The reporting person's interests in the Kraft Foods Stock Fund fluctuate with the fund's performance. The information in this report is based on a plan statement dated as of July 15, 2011.
 - (3) Options vest in three annual installments as follows: 33% on February 4, 2009; 33% on February 4, 2010; and 34% on February 4, 2011.
 - (4) Options vest in three annual installments as follows: 33% on February 19, 2010; 33% on February 18, 2011; and 34% on February 17, 2012.
 - (5) Options vest in three annual installments as follows: 33% on February 22, 2011; 33% on February 22, 2012; and 34% on February 22, 2013.
 - (6) Options vest in three annual installments as follows: 33% on February 23, 2012; 33% on February 25, 2013; and 34% on February 24, 2014.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
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