

Jones Kim Harris
 Form 4
 February 27, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 Jones Kim Harris

(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)
 02/23/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP and Corporate Controller

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	02/23/2012		A		12,535 (1)	A	\$ 0 53,330 D
Class A Common Stock	02/23/2012		F		3,943 (2)	D	\$ 37,995 49,387 D
Class A Common Stock	02/23/2012		A		3,620 (3)	A	\$ 0 53,007 D
Units							363 (4) I by 401(k) plan

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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)

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

Table with 8 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Amount or Number of Shares. Row 1: Stock Options (right to buy), \$37.995, 02/23/2012, A, 21,720, (5), 02/23/2022, Class A Common Stock, 21,720.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships. Row 1: Jones Kim Harris, KRAFT FOODS INC., THREE LAKES DRIVE, NORTHFIELD, IL 60093; SVP and Corporate Controller.

Signatures

/s/ Phuong Lam, by Power of Attorney 02/27/2012

**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) Shares of common stock received upon vesting of performance share awards under Kraft Foods' Amended and Restated 2005 Performance Incentive Plan.
(2) Withholding of shares of common stock to satisfy tax withholding obligations in connection with the vesting of performance shares.
(3) Shares of restricted stock awarded under Kraft Foods' Amended and Restated 2005 Performance Incentive Plan. Shares will vest on February 23, 2015.

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- Units represent interests in the Kraft Foods Stock Fund, which are payable in cash. The reporting person's interests in the Kraft Foods
- (4) Stock Fund fluctuate with the fund's performance. The information in this report is based on a plan statement dated as of December 31, 2011.
 - (5) Options will vest in three annual installments as follows: 33% on February 23, 2013; 33% on February 23, 2014; and 34% on February 23, 2015.

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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