

BREARTON DAVID A
Form 4
December 06, 2010

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
BREARTON DAVID A

(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)
12/02/2010

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)

EVP OPER & BUS SVS

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	12/02/2010		M		156 ⁽¹⁾ A \$ 26.42	37,326	D
Class A Common Stock	12/02/2010		M		1,766 ⁽¹⁾ A \$ 26.42	82,912	I By grantor retained annuity trust ⁽²⁾
Class A Common Stock	12/02/2010		F		1,664 ⁽¹⁾ D \$ 30.52	81,248	I By grantor retained annuity trust ⁽²⁾

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Class A Common Stock	12/02/2010	F	102 <u>(1)</u>	D	\$ 30.52	81,146	I	By grantor retained annuity trust <u>(2)</u>
Class A Common Stock	12/02/2010	M	847 <u>(1)</u>	A	\$ 25.71	38,173	D	
Class A Common Stock	12/02/2010	M	8,036 <u>(1)</u>	A	\$ 25.71	89,182	I	By grantor retained annuity trust <u>(2)</u>
Class A Common Stock	12/02/2010	F	7,484 <u>(1)</u>	D	\$ 30.52	81,698	I	By grantor retained annuity trust <u>(2)</u>
Class A Common Stock	12/02/2010	F	552 <u>(1)</u>	D	\$ 30.52	81,146	I	By grantor retained annuity trust <u>(2)</u>

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 26.42	12/02/2010		M	1,922 <u>(1)</u>	04/02/2007 01/31/2011	Class A Common Stock	1,922
Stock Option	\$ 25.71	12/02/2010		M	8,883 <u>(1)</u>	04/02/2007 01/31/2011	Class A Common	8,883

(right to
buy)

Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BREARTON DAVID A KRAFT FOODS INC. THREE LAKES DRIVE NORTHFIELD, IL 60093			EVP OPER & BUS SVS	

Signatures

/s/ Irma Villarreal, by Power of Attorney

12/06/2010

__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) This Form 4 is being filed to report the exercise of stock options that became 100% exercisable on April 2, 2007 and expire on January 31, 2011, and to report the surrender of securities in payment of the exercise price and taxes.
- (2) On September 22, 2010, Mr. Brearton contributed 81,146 shares of Kraft Foods Inc. Class A Common Stock to a grantor retained annuity trust.

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.