

Edgar Filing: KRAFT FOODS INC - Form 4

KRAFT FOODS INC
 Form 4
 February 05, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person
 Mary L. Schapiro
 Three Lakes Drive
 IL, Northfield 60093
2. Issuer Name and Ticker or Trading Symbol
 Kraft Foods Inc. (KFT)
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year
 2/3/2003
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 (X) Director () 10% Owner () Officer (give title below) () Other
 (specify below)
7. Individual or Joint/Group Filing (Check Applicable Line)
 (X) 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	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date Date (Month/Day/Year)	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Put or Call or Other Feature
Phantom Stock	1	2/3/2003	A	38	A 1 1	Class A Common Stock 38	2

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Explanation of Responses:

1. The units are to be settled in cash upon the reporting person's termination as a member of the issuer's board of directors.
2. The phantom stock was accrued on February 3, 2003 under the Kraft Foods Inc. 2001 Compensation Plan for Non-Employee Directors based on the closing stock price (\$31.80) on February 3, 2003.