#### Edgar Filing: KRAFT FOODS INC - Form 4

KRAFT FOOD Form 4 July 06, 2005	S INC									
<b>FORM</b> Check this be if no longer	DX ONTIED		Wa	shington	, D.C. 20	549	COMMISSIO	N OMB Number: Expires:	PPROVAL 3235-0287 January 31,	
subject to Section 16. Form 4 or Form 5 obligations may continue <i>See</i> Instruction 1(b).	Filed pur e. Section 17(	rsuant to S (a) of the l	Section T Public U	<b>SECUI</b> 16(a) of th Itility Hol	RITIES ne Securit ding Cor	ties Excha	WNERSHIP OF nge Act of 1934, of 1935 or Section 940	Estimated burden hou response	urs per	
(Print or Type Resp	oonses)									
1. Name and Address of Reporting Person <u>*</u> POPE JOHN C			2. Issuer Name <b>and</b> Ticker or Trading Symbol KRAFT FOODS INC [KFT]				5. Relationship of Reporting Person(s) to Issuer			
(Last) 810 S. RIDGE	· · · ·	Middle)	3. Date of	of Earliest T Day/Year)	_	]	(Che X_ Director Officer (giv below)		e) % Owner her (specify	
LAKE FORES	(Street) T, IL 60045			endment, D onth/Day/Yea	-	1			erson	
(City)	(State)	(Zip)	Tab	de I - Non-l	Derivative	Securities A	Person	of. or Beneficia	llv Owned	
	Fransaction Date onth/Day/Year)	2A. Deemo Execution any (Month/Da	ed Date, if	3. Transactio Code (Instr. 8) Code V	4. Securit nAcquired Disposed (Instr. 3, 4	ies (A) or of (D)	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	
Reminder: Report	on a separate line	e for each cl	ass of sec		ficially own Perso inform requir	ned directly on s who rest nation contract or response to rest to response to response to response to rest to response to rest to response	or indirectly. spond to the colle cained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	S
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities			(I

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	Derivative Security					Acqui (A) or Dispo of (D) (Instr. and 5)	sed 3, 4,				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
PHANTOM STOCK	(1)	07/01/2005	07/01/2005	А		346		<u>(1)</u>	<u>(1)</u>	CLASS A COMMON STOCK	346

### **Reporting Owners**

Reporting Owner Name / Address	s Relationships							
	Director	10% Owner	Officer	Other				
POPE JOHN C 810 S. RIDGE RD LAKE FOREST, IL 60045	Х							
Signatures								
/s/ Krista A. Endres, by power of attorney	of	07/06	/2005					
**Signature of Reporting Person			ate					

## **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) 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 July 1, 2005 under the Kraft Foods Inc. 2001 Compensation Plan for Non-Employee Directors based on the closing price (\$31.81) on June 30, 2005.

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.