

**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 Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>DOLLIVE JAMES P</u>  (Last) (First) (Middle) <u>KRAFT FOODS INC.</u> <u>THREE LAKES DRIVE</u>  (Street) <u>NORTHFIELD IL 60093</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>KRAFT FOODS INC [ KFT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Exec.VP and CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/31/2007</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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 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	(A) or (D)	Price			
Class A Common Stock	03/30/2007	03/30/2007	A		21,797 <sup>(1)</sup>	A	\$31.66	95,976	D	
Class A Common Stock	03/30/2007	03/30/2007	A		56,838 <sup>(2)</sup>	A	\$31.66	152,814	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock options	\$16	03/30/2007	03/30/2007	A		13,375		04/02/2007	01/31/2011	Class A Common Stock	13,375 <sup>(3)</sup>	\$16	166,189	D	
Stock options	\$20.67	03/30/2007	03/30/2007	A		2,968		04/02/2007	06/29/2009	Class A Common Stock	2,968 <sup>(3)</sup>	\$20.67	169,157	D	
Stock options	\$20.67	03/30/2007	03/30/2007	A		8,648		04/02/2007	01/31/2011	Class A Common Stock	8,648 <sup>(3)</sup>	\$20.67	177,805	D	
Stock options	\$18	03/30/2007	03/30/2007	A		8,680		04/02/2007	01/26/2010	Class A Common Stock	8,680 <sup>(3)</sup>	\$18	186,485	D	
Stock options	\$20.67	03/30/2007	03/30/2007	A		9,783		04/02/2007	06/23/2008	Class A Common Stock	9,783 <sup>(3)</sup>	\$20.67	196,268	D	
Stock options	\$20.67	03/30/2007	03/30/2007	A		14,837		04/02/2007	06/29/2009	Class A Common Stock	14,837 <sup>(3)</sup>	\$20.67	211,205	D	
Stock options	\$19.07	03/30/2007	03/30/2007	A		19,357		04/02/2007	01/26/2010	Class A Common Stock	19,357 <sup>(3)</sup>	\$19.07	230,462	D	

**Explanation of Responses:**

- In connection with the March 30, 2007 distribution of Issuer's shares previously owned by Altria Group, Inc., the reporting person received share equivalents under Issuer's stock fund.
- Represents shares or share equivalents acquired by reporting person pursuant to the March 30, 2007 distribution of Issuer's shares previously owned by Altria Group, Inc.
- Represents rights to acquire Issuer's Class A Common Stock received by reporting person pursuant to the March 30, 2007 distribution of Issuer's shares previously owned by Altria Group, Inc.

**Remarks:**

/s/ Carol J. Ward, By Power of Attorney 04/03/2007

\*\* Signature of Reporting Person Date

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

\* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.