
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): October 1, 2010

KRAFT FOODS INC.

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction
of incorporation)

1-16483
(Commission
File Number)

52-2284372
(I.R.S. Employer
Identification No.)

Three Lakes Drive, Northfield, Illinois
(Address of Principal executive offices)

60093-2753
(Zip Code)

Registrant's Telephone number, including area code: (847) 646-2000

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01. Regulation FD Disclosure.

This information will not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in that filing.

On October 1, 2010, Kraft Foods Inc. issued a press release announcing that it had received consents from holders of more than a majority in aggregate principal amount of the outstanding 5.125% Guaranteed Senior Notes due 2013 (the “Notes”) of its wholly owned subsidiary, Cadbury Schweppes US Finance LLC. A copy of this press release is furnished as Exhibit 99.1 to this current report.

On October 6, 2010, (i) Kraft Foods and Cadbury Schweppes US Finance entered into a supplemental indenture to amend the indenture governing the Notes, (ii) Kraft Foods issued an unconditional and irrevocable guarantee of the payment of the Notes and (iii) payment was made to each holder who validly delivered, and did not revoke, its consent prior to the expiration of the consent solicitation of \$2.50 for each \$1,000 principal amount of Notes to which such consent relates.

Item 9.01. Financial Statements and Exhibits.

(d) The following exhibit is being furnished with this Current Report on Form 8-K.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Kraft Foods Inc. Press Release, dated October 1, 2010.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 6, 2010

KRAFT FOODS INC.

/s/ Carol J. Ward

Name: Carol J. Ward

Title: Vice President and Corporate Secretary



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**KRAFT FOODS RECEIVES REQUISITE CONSENTS FOR AMENDMENTS TO INDENTURE
OF
CADBURY SCHWEPPE'S US FINANCE LLC**

NORTHFIELD, Ill. – October 1, 2010 – Kraft Foods Inc. (NYSE: KFT) announced that it has received the requisite consents in connection with its consent solicitation of holders of the 5.125% Guaranteed Senior Notes due 2013 (the "Notes") of Cadbury Schweppes US Finance LLC, a wholly owned subsidiary of Kraft Foods, to certain proposed amendments to the indenture governing the Notes.

Global Bondholder Services Corporation, the information agent for the consent solicitation, has advised that as of the expiration of the consent solicitation at 5:00 p.m., New York City time, on October 1, 2010, Kraft Foods received consents in respect of more than a majority in aggregate principal amount of Notes outstanding as of the record date, 5:00 p.m., New York City time, on September 17, 2010. The closing of the transactions contemplated by the consent solicitation, including issuance of a Kraft Foods guarantee of the payment of the Notes (the "Kraft Foods Guarantee"), and payment of the consent fee, is expected to occur on October 6, 2010.

This press release is neither an offer to sell nor a solicitation of an offer to buy any Kraft Foods Guarantee nor shall there be any sale of such Kraft Foods Guarantee in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to the registration or qualification thereof under the securities laws of such state or jurisdiction. The Kraft Foods Guarantee has not been, and will not be, registered under the Securities Act or the securities laws of any other jurisdiction and neither the Kraft Foods Guarantee nor the Notes may be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

ABOUT KRAFT FOODS

Kraft Foods is building a global snacks powerhouse and an unrivaled portfolio of brands people love. With annual revenues of approximately \$48 billion, the company is the world's second largest food company, making delicious products for billions of consumers in approximately 170 countries. The portfolio includes 11 iconic brands with revenues exceeding \$1 billion - *Oreo*, *Nabisco* and *LU* biscuits; *Milka* and *Cadbury* chocolates; *Trident* gum; *Jacobs* and *Maxwell House* coffees; *Philadelphia* cream cheeses; *Kraft* cheeses, dinners and dressings; and *Oscar Mayer* meats. Approximately 70 brands generate annual revenues of more than \$100 million. Kraft Foods (www.kraftfoodscompany.com; NYSE: KFT) is a member of the Dow Jones Industrial Average, Standard & Poor's 500, Dow Jones Sustainability Index and Ethibel Sustainability Index.

FORWARD-LOOKING STATEMENTS

This press release contains forward-looking statements including those regarding the timing of the solicitation. The word “expect” and similar expressions are intended to identify our forward-looking statements. These forward-looking statements involve risks and uncertainties, many of which are beyond our control, and important factors could cause our actual results to differ materially from those in the forward-looking statements. For additional information on factors that could affect our forward-looking statements, see our risk factors, as they may be amended from time to time, set forth in our filings with the SEC, including our registration statement on Form S-4, as amended, filed in connection with the Cadbury offer, our most recently filed Annual Report on Form 10-K and subsequent reports on Forms 10-Q and 8-K. We disclaim and do not undertake any obligation to update or revise any forward-looking statement in this press release except as required by applicable law or regulation.

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