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KRAFT FOODS INC
Form 4
January 30, 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
         David K. Ratcliffe
         800 Westchester Avenue
         NY, Rye Brook 10573-1301
      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
         1/28/2003
      5. If Amendment, Date of Original (Month/Year)
      6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
         () Director () 10% Owner (X) Officer (give title below) () Other
         (specify below)
         Senior Vice President Sales, Kraft Foods International
      7. Individual or Joint/Group Filing (Check Applicable Line)
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- (X) Form filed by One Reporting Person
- () Form filed by More than One Reporting Person

1. Title of Security	2. 3. 4.Securities	5.Amount of		
	Transaction or Disposed	Securities		
		Beneficially	Beneficially	
		A/	Owned at	
	Date Code V Amount	D Pr	Price End of Month	
Class A Common Stock	1/28/ A 9140 1	A	9140	
	2003			

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

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

	2.Con-		4.					.Title and Amount	8.P
Security	version	Trans	saction	rivati	ve Secu	cisab	le and	of Underlying	of
	or Exer		1	rities	Acqui	Expir	ation	Securities	vat
	cise			red(A)	or Dis	Date(Month/		Sec
	Price of		1	posed	of(D)	Day/Y	ear)		rit
	Deriva-		1	I		Date	Expir		
	tive		1	1	A/	/ Exer-	ation	Title and Number	
	Secu-		I I	1	D	cisa-	Date	of Shares	
	rity	Date	Code \	/ Amour	it	ble			
		1		1	1	1	1		1

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Explanation of Responses:
1. Deferred stock awarded under the 2001 Performance Incentive Plan.