VERNON W ANTHONY
Form 4
February 27, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
VERNON W ANTHONY
(Last) (First) (Middle)

KRAFT FOODS INC., THREE LAKES DRIVE
(Street)

NORTHFIELD, IL 60093
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
KRAFT FOODS INC [KFT]

3. Date of Earliest Transaction (Month/Day/Year)
02/23/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP & Pres, Kraft Foods NA

6. 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 (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	02/23/2012		A		56,795 (1)	A	$ 0	131,969	D	
Class A Common Stock	02/23/2012		F		20,954 (2)	D	$ 37.995	111,015	D	
Class A Common Stock	02/23/2012		A		27,640 (3)	A	$ 0	138,655	D	

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

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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 Amo Underlying Secu (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Ar Nu Sh
Stock Options (right to buy)	$ 37.995	02/23/2012		A		165,800		(4)	02/23/2022	Class A Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VERNON W ANTHONY KRAFT FOODS INC. THREE LAKES DRIVE NORTHFIELD, IL 60093			EVP & Pres, Kraft Foods NA	

Signatures

/s/ Phuong Lam, by Power of Attorney	02/27/2012
**Signature of Reporting Person	Date

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)	Shares of common stock received upon vesting of performance share awards under Kraft Foods' Amended and Restated 2005 Performance Incentive Plan.
(2)	Withholding of shares of common stock to satisfy tax withholding obligations in connection with the vesting of performance shares.
(3)	Shares of restricted stock awarded under Kraft Foods' Amended and Restated 2005 Performance Incentive Plan. Shares will vest on February 23, 2015.
(4)	Options will vest in three annual installments as follows: 33% on February 23, 2013; 33% on February 23, 2014; and 34% on February 23, 2015.

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

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