

Edgar Filing: KRAFT FOODS INC - Form 4

KRAFT FOODS INC

Form 4

April 08, 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

Mary L. Schapiro
Three Lakes Drive
IL, Northfield 60093

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

4/4/2003

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(X) Director () 10% Owner () Officer (give title below) () Other
(specify below)

7. 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	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month
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Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Underlying Securities
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Phantom Stock	1	4/4/2003	A	5	A	1	1	Class A Common Stock	5	2
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Explanation of Responses:

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 units were calculated on the basis of the issuer's closing stock prices on March 31, 2003 (\$28.20) and, with respect to dividends reinvested on the issuer's most recent dividend payment date, on April 4, 2003, (\$28.50).
3. The phantom stock was accrued under the Kraft Foods Inc. 2001 Compensation Plan for Non-Employee Directors and includes 5 units accrued on the issuer's dividend payment date of April 4, 2003.