

MCLEVISH TIMOTHY R

Form 3

August 15, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

MCLEVISH TIMOTHY R

(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

08/15/2011

3. Issuer Name and Ticker or Trading Symbol

KRAFT FOODS INC [KFT]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer ____ Other
 (give title below) (specify below)
 EVP

6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

KRAFT FOODS INC., THREE LAKES DRIVE

(Street)

NORTHFIELD, IL 60093

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I)
 (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Class A Common Stock

154,470 ⁽¹⁾

D

A

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (2)	02/02/2018	Class A Common Stock	95,000	\$ 29.485	D	Â
Stock Option (right to buy)	Â (3)	02/20/2019	Class A Common Stock	148,080	\$ 23.638	D	Â
Stock Option (right to buy)	Â (4)	02/21/2020	Class A Common Stock	154,440	\$ 29.145	D	Â
Stock Option (right to buy)	Â (5)	02/23/2021	Class A Common Stock	141,400	\$ 31.825	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCLEVISH TIMOTHY R KRAFT FOODS INC. THREE LAKES DRIVE NORTHFIELD, IL 60093	Â	Â	Â EVP	Â

Signatures

/s/ Phuong Lam, by Power of Attorney 08/15/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Total number of shares includes 86,330 shares of restricted stock awarded under Kraft Foods' Amended and Restated 2005 Performance

- (1) Incentive Plan. Restricted shares will vest as follows: 37,020 shares on February 17, 2012; 25,740 shares on February 22, 2013; and 23,570 shares on February 24, 2014.
- (2) Options vest in three annual installments as follows: 33% on February 4, 2009; 33% on February 4, 2010; and 34% on February 4, 2011.
- (3) Options vest in three annual installments as follows: 33% on February 19, 2010; 33% on February 18, 2011; and 34% on February 17, 2012.
- (4) Options vest in three annual installments as follows: 33% on February 22, 2011; 33% on February 22, 2012; and 34% on February 22, 2013.
- (5) Options vest in three annual installments as follows: 33% on February 23, 2012; 33% on February 25, 2013; and 34% on February 24, 2014.

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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