

KRAFT FOODS INC  
Form 8-K  
February 26, 2009

**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): February 20, 2009**

**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.)

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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))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 20, 2009, the Human Resources and Compensation Committee of the Board of Directors (the Committee) of Kraft Foods Inc. approved a grant of 42,310 shares of restricted stock to Mr. Khosla. This award was made in addition to the Committee's annual 2009 stock awards in connection with the transition of responsibilities in Europe and his continued focus on maximizing value in the developing markets. The restricted stock award vests on February 17, 2012. Information regarding Mr. Khosla's annual 2009 stock award is contained in his Form 4 Statement of Changes in Beneficial Ownership filed with the SEC on February 24, 2009.

The above description of the restricted stock award is qualified in its entirety by reference to the complete terms and conditions of the form of restricted stock agreement which will be attached as an exhibit to our Annual Report on Form 10-K for the year ended December 31, 2008.

**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: February 26, 2009

KRAFT FOODS INC.

/s/ Carol J. Ward

Name: Carol J. Ward

Title: Vice President and Corporate Secretary