

KRAFT FOODS INC  
Form S-8 POS  
June 21, 2005

As filed with the Securities and Exchange Commission on June 21, 2005

Registration No. 333-84616

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1  
TO**

**FORM S-8**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**Kraft Foods Inc.**

(Exact name of registrant as specified in its charter)

**Virginia**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**52-2884372**  
(I.R.S. Employer Identification No.)

**Three Lakes Drive**  
**Northfield, Illinois**  
(Address of Principal Executive Offices)

**60093**  
(Zip Code)

**KRAFT FOODS INC. 2001 PERFORMANCE INCENTIVE PLAN**

(Full Title of the Plan)



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**Marc S. Firestone, Esq.**  
**Executive Vice President, General Counsel and Corporate Secretary**  
**Kraft Foods Inc.**  
**Three Lakes Drive**  
**Northfield, Illinois 60093**  
**(847) 646-2000**

(Name, Address, and Telephone Number, Including Area Code, of Agent for Service)



**EXPLANATORY NOTE**

Kraft Foods Inc., a Virginia corporation (the Company), registered, pursuant to a Registration Statement on Form S-8 (Registration Number 333-84616) filed with the Securities and Exchange Commission on March 20, 2002 (the Registration Statement), the offer and sale of up to 75,000,000 shares of the Company's Class A Common Stock, no par value (the Class A Common Stock), issuable under the Kraft Foods Inc. 2001 Performance Incentive Plan (the 2001 Plan). On February 28, 2005, the Company's Board of Directors adopted the Kraft Foods Inc. 2005 Performance Incentive Plan (the 2005 Plan), which is intended to replace the 2001 Plan. The Company's stockholders approved the 2005 Plan on April 26, 2005, and the 2005 Plan became effective on May 1, 2005. No future awards will be made under the 2001 Plan.

Pursuant to the undertakings in Item 9 of the Registration Statement, the Company is filing this Post-Effective Amendment No. 1 to the Registration Statement to remove 41,605,803 shares of Class A Common Stock (the Deregistered Shares) remaining under the 2001 Plan from registration under the Registration Statement.

The Deregistered Shares will be carried over to and continue to be registered under a new Registration Statement on Form S-8 that is being filed by the Company contemporaneously with the filing of this Post-Effective Amendment No. 1 to the Registration Statement.

The Registration Statement also registered the offer and sale of up to 500,000 shares of the Class A Common Stock issuable under the Company's 2001 Compensation Plan for Non-Employee Directors. Such offers and sales, to the extent not previously made under the Registration Statement, may continue to be made under the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Northfield, State of Illinois, on this 21st day of June, 2005.

**KRAFT FOODS INC.**

By: /s/ James P. Dollive  
James P. Dollive  
Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<b>Signature</b>	<b>Title(s)</b>	<b>Date Signed</b>
/s/ Roger K. Deromedi Roger K. Deromedi	Director and Chief Executive Officer (principal executive officer)	June 21, 2005
/s/ James P. Dollive James P. Dollive	Executive Vice President and Chief Financial Officer (principal financial Officer)	June 21, 2005
/s/ David A. Brearton David A. Brearton	Senior Vice President, Business Process Simplification, and Corporate Controller (principal accounting officer)	June 21, 2005
/s/ Jan Bennink Jan Bennink	Director	June 21, 2005
/s/ Louis C. Camilleri Louis C. Camilleri	Director	June 21, 2005
/s/ Dinyar S. Devitre Dinyar S. Devitre	Director	June 21, 2005
/s/ W. James Farrell W. James Farrell	Director	June 21, 2005
/s/ Betsy D. Holden Betsy D. Holden	Director	June 21, 2005
/s/ Richard A. Lerner Richard A. Lerner	Director	June 21, 2005
/s/ John C. Pope John C. Pope	Director	June 21, 2005



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/s/ Mary L. Schapiro  
Mary L. Schapiro

Director

June 21, 2005

/s/ Charles R. Wall  
Charles R. Wall

Director

June 21, 2005

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<b>Signature</b>	<b>Title(s)</b>	<b>Date Signed</b>
/s/ Deborah C. Wright Deborah C. Wright	Director	June 21, 2005