POPE JOHN C Form 4 May 11, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB 3235-0287 Number:

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if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person \* POPE JOHN C

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

3. Date of Earliest Transaction

KRAFT FOODS INC [KFT]

810 S. RIDGE ROAD

(Month/Day/Year)

05/09/2011

\_X\_\_ Director 10% Owner Other (specify Officer (give title

6. Individual or Joint/Group Filing(Check

(Check all applicable)

below)

(Street)

(First)

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

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

LAKE FOREST, IL 60045

| (City)                               | (State)                              | (Zip) Tab   | le I - Non-I                            | Derivative                            | Secui                        | rities Acqu         | ired, Disposed of  | , or Beneficiall   | y Owned   |
|--------------------------------------|--------------------------------------|---|---|---------------------------------------|------------------------------|---------------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securi<br>or(A) or D<br>(Instr. 3, | ispose<br>4 and<br>(A)<br>or | d of (D)            | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Class A<br>Common<br>Stock           | 05/09/2011                           |   | M                                       | 2,285                                 | A                            | \$ 30.54            | 33,149   | D  |   |
| Class A<br>Common<br>Stock           | 05/09/2011                           |   | S                                       | 2,285                                 | D                            | \$<br>34.012<br>(1) | 30,864   | 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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(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 Amount of Underlying Securities (Instr. 3 and 4) |  |
|---|---|---|---|--|---|-------|--|--------------------|---|--|
|   |   |   |   | Code V                                 | (A)   | (D)   | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 30.54  | 05/09/2011                              |   | M                                      |   | 2,285 | 01/12/2002   | 07/12/2011         | Class A<br>Common<br>Stock                                    | 2,285                                  |

 $\mathbf{D}$ 

## **Reporting Owners**

| Reporting Owner Name / Address                            | Relationships |           |         |       |  |  |  |
|---|---------------|-----------|---------|-------|--|--|--|
|   | Director      | 10% Owner | Officer | Other |  |  |  |
| POPE JOHN C<br>810 S. RIDGE ROAD<br>LAKE FOREST, IL 60045 | X             |           |         |       |  |  |  |

## **Signatures**

/s/ Phuong Lam, by Power of Attorney 05/11/2011

\*\*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).

The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.011 to \$34.015, inclusive. The reporting person undertakes to provide to Kraft Foods Inc., any security holder of Kraft Foods Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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