

KRAFT FOODS INC
Form 8-K
January 26, 2005

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 24, 2005

KRAFT FOODS INC.

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction
of incorporation)

001-16483
(Commission
File Number)

52-2284372
(I.R.S. Employer
Identification No.)

Three Lake Drive, Northfield, Illinois
(Address of Principal executive offices)

60093-2753
(Zip Code)

Registrant's Telephone number, including area code: **(847) 646-2000**

(Former name or former address, if changed since last report.)

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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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement.

On January 24, 2005, Kraft Foods Aviation, LLC (Aviation), a wholly owned indirect subsidiary of Kraft Foods Inc., entered into an Assignment and Consent with Altria Corporate Services, Inc. (ALCS) and Gulfstream Aerospace Corporation (Gulfstream), pursuant to which ALCS assigned to Aviation, and Aviation assumed from ALCS, ALCS 's rights and obligations with respect to Aircraft #2 under a Gulfstream Trade-In Agreement, dated December 13, 2004, between ALCS and Gulfstream, providing for the terms and conditions which are to apply to the trade-in of Trade-In Aircraft #2.

The foregoing description of the Assignment and Consent is qualified in its entirety by reference to the complete terms and conditions of this document, the form of which is attached as Exhibit 10.22 to this Current Report on Form 8-K.

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.

KRAFT FOODS INC.

/s/ Marc. S. Firestone

Name: Marc S. Firestone

Title: Executive Vice President, General
Counsel and Corporate Secretary

Date: January 26, 2005

EXHIBIT INDEX

Exhibit Number	Description
10.22	Form of Assignment and Consent

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