

KRAFT FOODS INC  
Form 8-K  
December 16, 2008

**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): December 11, 2008

**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 December 15, 2008, Kraft Foods Inc. ( Kraft ) announced that Michael A. Clarke has been named President, Kraft Europe, effective January 2009. Sanjay Khosla, Kraft 's current President, Kraft International, will continue to lead Kraft 's businesses in developing markets, with expanded responsibilities with leadership oversight for Kraft 's global category teams in snacking and beverages in North America, Europe and developing markets.

A copy of the press release is filed as Exhibit 99.1 to this report and is incorporated herein by reference.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On December 11, 2008, the Board of Directors (the Board ) of Kraft approved an amendment to Article II, Section 4 of Kraft 's Amended and Restated By-laws (the By-laws ), effective as of that date. The amendment changes the vote standard for the election of directors from plurality to a majority of votes cast in uncontested elections. A majority of the votes cast means that the number of votes cast for a director must exceed the number of votes cast against that director. In contested elections the vote standard will continue to be a plurality of votes cast.

The above description of the amendment is not complete and is qualified in its entirety by reference to the By-laws, as amended, a copy of which is filed as Exhibit 3.1 to this report and is incorporated herein by reference.

**Item 8.01. Other Events.**

On December 11, 2008, the Board amended its Corporate Governance Guidelines, a copy of which is posted on the Kraft web site at [www.kraft.com](http://www.kraft.com).

**Item 9.01. Financial Statements and Exhibits.**

(d) The following exhibits are being filed with this Current Report on Form 8-K.

<b>Exhibit Number</b>	<b>Description</b>
3.1	Amended and Restated By-laws of Kraft Foods Inc., dated December 11, 2008.
99.1	Kraft Foods Inc. Press Release, dated December 15, 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.

KRAFT FOODS INC.

Date: December 16, 2008

/s/ Carol J. Ward

Name: Carol J. Ward

Title: Vice President and Corporate Secretary