

KRAFT FOODS INC
Form 8-K
November 16, 2004

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**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): November 12, 2004

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.)

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:

- 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))
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TERMS AGREEMENT

SPECIMEN OF 4 1/8% NOTES DUE 2009

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Item 8.01. Other Events.

Kraft Foods Inc. (the Company) has filed with the Securities and Exchange Commission (the Commission) a Prospectus dated May 7, 2004 and a Prospectus Supplement dated November 8, 2004 (Registration Nos. 333-86478 and 333-113620) in connection with the public offering of \$750,000,000 aggregate principal amount of 4 1/8% Notes due 2009 (the Notes). The purpose of this Current Report on Form 8-K (the Report) is to file with the Commission the Terms Agreement and certain other documents related to such offering.

Item 9.01. Financial Statements and Exhibits.

- (c) Exhibits
 - 1 Terms Agreement dated as of November 8, 2004
 - 4.1(a) Specimen of 4 1/8% Notes due 2009
 - 4.1(b) Terms of Notes Schedule
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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/ James P. Dollive

Name: James P. Dollive

Title: Executive Vice President and Chief
Financial Officer

Date: November 15, 2004

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EXHIBIT INDEX

Exhibit Number	Description
1	Terms Agreement dated as of November 8, 2004
4.1(a)	Specimen of 4 1/8% Notes due 2009
4.1(b)	Terms of Notes Schedule