

Edgar Filing: KRAFT FOODS INC - Form SC 13G

KRAFT FOODS INC
Form SC 13G
February 12, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) and (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

Kraft Foods Inc.

(Name of Issuer)

Class A common stock, no par value per share

(Title of Class of Securities)

50075N104

(CUSIP Number)

June 12, 2001

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which
this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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CUSIP No. 50075N104

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Philip Morris Companies Inc. I.R.S. Identification No.: 13-3260245

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
N.A. (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Virginia

NUMBER OF	5.	SOLE VOTING POWER
SHARES		1,455,000,000 (1)
BENEFICIALLY	6.	SHARED VOTING POWER
OWNED BY		0
EACH REPORTING	7.	SOLE DISPOSITIVE POWER
PERSON WITH		1,455,000,000 (1)
	8.	SHARED DISPOSITIVE POWER
		0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,455,000,000 (1)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
83.9% (1)

12. TYPE OF REPORTING PERSON
CO

(1) See response to Item 4.

Item 1(a). Name of Issuer:
Kraft Foods Inc., a Virginia corporation.

Item 1(b). Address of Issuer's Principal Executive Office:
Three Lakes Drive, Northfield, Illinois 60093

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Item 2(a). Name of Person Filing:

This statement is being filed by Philip Morris Companies Inc. ("Philip Morris").

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of Philip Morris' principal business office is 120 Park Avenue, New York, New York 10017.

Item 2(c). Citizenship:

Philip Morris is a Virginia corporation.

Item 2(d). Title of Class of Securities:

Class A common stock, no par value per share.

Item 2(e). CUSIP Number:

50075N104.

Item 3. This Statement is not filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c).

Item 4. Ownership.

Philip Morris owns 275,000,000 shares of Class A common stock, and 1,180,000,000 shares of Class B common stock of the Issuer. Holders of Class B common stock are entitled to 10 votes per share on all matters submitted to a vote of shareholders. Each share of Class B common stock of the Issuer is convertible into one share of Class A common stock (i) while held by Philip Morris or any of its subsidiaries (excluding the Issuer) at the option of the holder and (ii) upon certain automatic conversion events.

Philip Morris has granted to employees of Philip Morris and its subsidiaries options to purchase 1,708,420 shares and stock appreciation rights with respect to 14,530 shares of the Issuer's Class A common stock.

Pursuant to a corporate agreement entered into between Philip Morris and the Issuer, Philip Morris has a continuing option to purchase additional shares of the Issuer's Class A common stock. Philip Morris may exercise the option simultaneously with the

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issuance of any equity security of the Issuer, only to the extent necessary to permit Philip Morris to maintain its then-existing percentage ownership of the Issuer's common stock.

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- (a) Amount beneficially owned: 1,455,000,000.
- (b) Percent of class: 83.9% of the total shares;
97.7% of the total voting power.
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 1,455,000,000.
 - (ii) Shared power to vote or to direct the vote: 0.
 - (iii) Sole power to dispose or to direct the disposition of:
1,455,000,000.
 - (iv) Shared power to dispose or to direct the disposition
of: 0.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which
Acquired the Security Being Reported on by the Parent Holding
Company:

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I
certify that the information set forth in this statement is true, complete and
correct.

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Date: February 11, 2002

PHILIP MORRIS COMPANIES INC.

By: /s/ G. Penn Holsenbeck

Name: G. Penn Holsenbeck

Title: Vice President, Associate General Counsel
and Corporate Secretary

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