

KRAFT FOODS INC  
Form S-8 POS  
April 26, 2006

As filed with the Securities and Exchange Commission on April 26, 2006

Registration No. 333-84616

## SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 2

TO

## FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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### Kraft Foods Inc.

(Exact name of registrant as specified in its charter)

**Virginia**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**Three Lakes Drive**  
**Northfield, Illinois**  
(Address of Principal Executive Offices)

**52-2884372**  
(I.R.S. Employer Identification No.)

**60093**  
(Zip Code)

**KRAFT FOODS INC. 2001 COMPENSATION PLAN FOR NON-EMPLOYEE DIRECTORS**  
(Full Title of the Plan)



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**Marc S. Firestone, Esq.**  
**Executive Vice President, General Counsel and Corporate Secretary**  
**Kraft Foods Inc.**  
**Three Lakes Drive**  
**Northfield, Illinois 60093**  
**(847) 646-2000**

(Name, Address, and Telephone Number, Including Area Code, of Agent for Service)



**EXPLANATORY NOTE**

Kraft Foods Inc., a Virginia corporation (the Company), registered, pursuant to a Registration Statement on Form S-8 (Registration Number 333-84616) filed with the Securities and Exchange Commission (the SEC) on March 20, 2002 (the Registration Statement), the offer and sale of up to 500,000 shares of the Company's Class A Common Stock, no par value (the Class A Common Stock), issuable under the Kraft Foods Inc. 2001 Compensation Plan for Non-Employee Directors (the 2001 Plan). On February 26, 2006, the Company's Board of Directors adopted the Kraft Foods Inc. 2006 Stock Compensation Plan for Non-Employee Directors (the 2006 Plan) which is intended to replace the 2001 Plan. The Company's stockholders approved the 2006 Plan and the 2006 Plan became effective on April 25, 2006. No future awards will be made under the 2001 Plan.

Pursuant to the undertakings in Item 9 of the Registration Statement, the Company is filing this Post-Effective Amendment No. 2 to the Registration Statement to remove 439,367 shares of Class A Common Stock (the Deregistered Shares) remaining under the 2001 Plan from registration under the Registration Statement.

The Deregistered Shares will be carried over to and continue to be registered under a new Registration Statement on Form S-8 that is being filed by the Company contemporaneously with the filing of this Post-Effective Amendment No. 2 to the Registration Statement.

The Registration Statement also registered the offer and sale of up to 75,000,000 shares of the Class A Common Stock issuable under the Company's 2001 Performance Incentive Plan. The Company filed Post-Effective Amendment No. 1 to the Registration Statement with the SEC on June 21, 2005 to deregister the remaining shares then available under the Company's 2001 Performance Incentive Plan. Accordingly, no future offers or sales may be made under the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of East Hanover, State of New Jersey, on this 25th day of April, 2006.

**KRAFT FOODS INC.**

By: */s/ James P. Dollive*  
 James P. Dollive  
 Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<b>Signature</b>	<b>Title(s)</b>	<b>Date Signed</b>
<i>/s/ Roger K. Deromedi</i> Roger K. Deromedi	Director and Chief Executive Officer (principal executive officer)	April 25, 2006
<i>/s/ James P. Dollive</i> James P. Dollive	Executive Vice President and Chief Financial Officer (principal financial officer)	April 25, 2006
<i>/s/ David A. Brearton</i> David A. Brearton	Senior Vice President, Business Process Simplification, and Corporate Controller (principal accounting officer)	April 26, 2006
Jan Bennink	Director	
<i>/s/ Louis C. Camilleri</i> Louis C. Camilleri	Director	April 25, 2006
<i>/s/ Dinyar S. Devitre</i> Dinyar S. Devitre	Director	April 25, 2006
<i>/s/ Richard A. Lerner</i> Richard A. Lerner	Director	April 25, 2006
<i>/s/ John C. Pope</i> John C. Pope	Director	April 25, 2006
<i>/s/ Mary L. Schapiro</i> Mary L. Schapiro	Director	April 25, 2006
<i>/s/ Charles R. Wall</i> Charles R. Wall	Director	April 25, 2006

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/s/ Deborah C. Wright  
Deborah C. Wright

Director

April 25, 2006