

KRAFT FOODS INC  
Form FWP  
August 09, 2007

**Filed Pursuant to Rule 433  
Registration No. 333-113620**

**Pricing Term Sheet  
Floating Rate Notes due 2010**

|                                   |  |
|-----------------------------------|--|
| Issuer:                           | Kraft Foods Inc.   |
| Offering Format:                  | SEC Registered   |
| Size:                             | \$250,000,000  |
| Maturity:                         | August 11, 2010  |
| Price to Public:                  | 100% of face amount  |
| Reference Rate:                   | Three-month LIBOR  |
| Spread to Reference Rate:         | 50 bps   |
| Interest Payment and Reset Dates: | Quarterly on February 11, May 11, August 11, November 11, commencing on November 13, 2007  |
| Day Count Convention:             | Actual / 360   |
| Change of Control (CoC):          | Upon the occurrence of both (i) a change of control of the Issuer and (ii) a downgrade of the notes below an investment grade rating by each of Moody's Investors Service, Inc., Standard & Poor's Ratings Services and Fitch Ratings within a specified period, the Issuer will be required to make an offer to purchase the notes of each series at a price equal to 101% of the aggregate principal amount of such series, plus accrued and unpaid interest to the date of repurchase.                      |
| Trade Date:                       | August 8, 2007   |
| Settlement Date:                  | August 13, 2007 (T+3)  |
| CUSIP:                            | 50075N AN4   |
| Denominations:                    | \$2,000 x \$1,000  |
| Anticipated Ratings:              | Baa2 (stable outlook) / A- (negative outlook) / BBB+ (negative outlook)  |
| Underwriters:                     | <i>Bookrunners:</i><br>Citigroup Global Markets Inc.<br>Deutsche Bank Securities Inc.<br>Goldman, Sachs & Co.<br>J.P. Morgan Securities Inc.<br><br><i>Senior Co-Managers:</i><br>ABN AMRO Incorporated<br>BNP Paribas Securities Corp.<br>Dresdner Kleinwort Securities LLC<br>Lehman Brothers Inc.<br>Santander Investment Securities Inc.<br>Wachovia Capital Markets, LLC<br><br><i>Co-Managers:</i><br>Loop Capital Markets, LLC<br>Samuel A. Ramirez & Company, Inc.<br>The Williams Capital Group, L.P. |



**Pricing Term Sheet**  
**5.625% Notes due 2010**

|                               |   |
|-------------------------------|---|
| Issuer:                       | Kraft Foods Inc.  |
| Offering Format:              | SEC Registered  |
| Size:                         | \$250,000,000   |
| Maturity:                     | August 11, 2010   |
| Coupon:                       | 5.625%  |
| Price to Public:              | 99.780% of face amount  |
| Yield to maturity:            | 5.706%  |
| Spread to Benchmark Treasury: | 105 bps   |
| Benchmark Treasury:           | UST 4.500% May 15, 2010   |
| Benchmark Treasury Yield:     | 4.656%  |
| Interest Payment Dates:       | Semiannually on February 11 and August 11, commencing on February 11, 2008  |
| Day Count Convention:         | 30 / 360  |
| Change of Control (CoC):      | Upon the occurrence of both (i) a change of control of the Issuer and (ii) a downgrade of the notes below an investment grade rating by each of Moody's Investors Service, Inc., Standard & Poor's Ratings Services and Fitch Ratings within a specified period, the Issuer will be required to make an offer to purchase the notes of each series at a price equal to 101% of the aggregate principal amount of such series, plus accrued and unpaid interest to the date of repurchase. |
| Trade Date:                   | August 8, 2007  |
| Settlement Date:              | August 13, 2007 (T+3)   |
| CUSIP:                        | 50075N AP9  |
| Denominations:                | \$2,000 x \$1,000   |
| Anticipated Ratings:          | Baa2 (stable outlook) / A- (negative outlook) / BBB+ (negative outlook)   |
| Underwriters:                 | <i>Bookrunners:</i><br>Citigroup Global Markets Inc.<br>Deutsche Bank Securities Inc.<br>Goldman, Sachs & Co.<br>J.P. Morgan Securities Inc.<br><br><i>Senior Co-Managers:</i><br>ABN AMRO Incorporated<br>BNP Paribas Securities Corp.<br>Dresdner Kleinwort Securities LLC<br>Lehman Brothers Inc.<br>Santander Investment Securities Inc.<br>Wachovia Capital Markets, LLC<br><br><i>Co-Managers:</i><br>Loop Capital Markets, LLC<br>Samuel A. Ramirez & Company, Inc.                |



**Pricing Term Sheet**  
**6.000% Notes due 2013**

Issuer: Kraft Foods Inc.  
Offering Format: SEC Registered  
Size: \$750,000,000  
Maturity: February 11, 2013  
Coupon: 6.000%  
Price to Public: 99.701% of face amount  
Yield to maturity: 6.065%  
Spread to Benchmark Treasury: 135 bps  
Benchmark Treasury: UST 4.625% July 31, 2012  
Benchmark Treasury Yield: 4.715%  
Interest Payment Dates: Semiannually on February 11 and August 11, commencing on February 11, 2008  
  
Day Count Convention: 30 / 360  
Change of Control (CoC): Upon the occurrence of both (i) a change of control of the Issuer and (ii) a downgrade of the notes below an investment grade rating by each of Moody's Investors Service, Inc., Standard & Poor's Ratings Services and Fitch Ratings within a specified period, the Issuer will be required to make an offer to purchase the notes of each series at a price equal to 101% of the aggregate principal amount of such series, plus accrued and unpaid interest to the date of repurchase.  
  
Trade Date: August 8, 2007  
Settlement Date: August 13, 2007 (T+3)  
CUSIP: 50075N AQ7  
Denominations: \$2,000 x \$1,000  
Anticipated Ratings: Baa2 (stable outlook) / A- (negative outlook) / BBB+ (negative outlook)  
  
Underwriters: *Bookrunners:*  
Citigroup Global Markets Inc.  
Deutsche Bank Securities Inc.  
Goldman, Sachs & Co.  
J.P. Morgan Securities Inc.  
  
*Senior Co-Managers:*  
ABN AMRO Incorporated  
BNP Paribas Securities Corp.  
Dresdner Kleinwort Securities LLC  
Lehman Brothers Inc.  
Santander Investment Securities Inc.  
Wachovia Capital Markets, LLC  
  
*Co-Managers:*  
Loop Capital Markets, LLC  
Samuel A. Ramirez & Company, Inc.



**Pricing Term Sheet**  
**6.500% Notes due 2017**

Issuer: Kraft Foods Inc.  
Offering Format: SEC Registered  
Size: \$1,500,000,000  
Maturity: August 11, 2017  
Coupon: 6.500%  
Price to Public: 99.414% of face amount  
Yield to maturity: 6.581%  
Spread to Benchmark Treasury: 170 bps  
Benchmark Treasury: UST 4.500% due May 15, 2017  
Benchmark Treasury Yield: 4.881%  
Interest Payment Dates: Semiannually on February 11 and August 11, commencing on February 11, 2008  
Day Count Convention: 30 / 360  
Change of Control (CoC): Upon the occurrence of both (i) a change of control of the Issuer and (ii) a downgrade of the notes below an investment grade rating by each of Moody's Investors Service, Inc., Standard & Poor's Ratings Services and Fitch Ratings within a specified period, the Issuer will be required to make an offer to purchase the notes of each series at a price equal to 101% of the aggregate principal amount of such series, plus accrued and unpaid interest to the date of repurchase.  
Trade Date: August 8, 2007  
Settlement Date: August 13, 2007 (T+3)  
CUSIP: 50075N AS3  
Denominations: \$2,000 x \$1,000  
Anticipated Ratings: Baa2 (stable outlook) / A- (negative outlook) / BBB+ (negative outlook)  
Underwriters: *Bookrunners:*  
Citigroup Global Markets Inc.  
Deutsche Bank Securities Inc.  
Goldman, Sachs & Co.  
J.P. Morgan Securities Inc.  
*Senior Co-Managers:*  
ABN AMRO Incorporated  
BNP Paribas Securities Corp.  
Dresdner Kleinwort Securities LLC  
Lehman Brothers Inc.  
Santander Investment Securities Inc.  
Wachovia Capital Markets, LLC  
*Co-Managers:*  
Loop Capital Markets, LLC  
Samuel A. Ramirez & Company, Inc.





**Pricing Term Sheet**  
**7.000% Notes due 2037**

|                               |   |
|-------------------------------|---|
| Issuer:                       | Kraft Foods Inc.  |
| Offering Format:              | SEC Registered  |
| Size:                         | \$750,000,000   |
| Maturity:                     | August 11, 2037   |
| Coupon:                       | 7.000%  |
| Price to Public:              | 98.790% of face amount  |
| Yield to maturity:            | 7.098%  |
| Spread to Benchmark Treasury: | 205 bps   |
| Benchmark Treasury:           | UST 4.500% due February 15, 2036  |
| Benchmark Treasury Yield:     | 5.048%  |
| Interest Payment Dates:       | Semiannually on February 11 and August 11, commencing on February 11, 2008  |
| Day Count Convention:         | 30 / 360  |
| Change of Control (CoC):      | Upon the occurrence of both (i) a change of control of the Issuer and (ii) a downgrade of the notes below an investment grade rating by each of Moody's Investors Service, Inc., Standard & Poor's Ratings Services and Fitch Ratings within a specified period, the Issuer will be required to make an offer to purchase the notes of each series at a price equal to 101% of the aggregate principal amount of such series, plus accrued and unpaid interest to the date of repurchase. |
| Trade Date:                   | August 8, 2007  |
| Settlement Date:              | August 13, 2007 (T+3)   |
| CUSIP:                        | 50075N AR5  |
| Denominations:                | \$2,000 x \$1,000   |
| Anticipated Ratings:          | Baa2 (stable outlook) / A- (negative outlook) / BBB+ (negative outlook)   |
| Underwriters:                 | <i>Bookrunners:</i><br>Citigroup Global Markets Inc.<br>Deutsche Bank Securities Inc.<br>Goldman, Sachs & Co.<br>J.P. Morgan Securities Inc.<br><br><i>Senior Co-Managers:</i><br>ABN AMRO Incorporated<br>BNP Paribas Securities Corp.<br>Dresdner Kleinwort Securities LLC<br>Lehman Brothers Inc.<br>Santander Investment Securities Inc.<br>Wachovia Capital Markets, LLC<br><br><i>Co-Managers:</i><br>Loop Capital Markets, LLC<br>Samuel A. Ramirez & Company, Inc.                |



Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

**The issuer has filed a registration statement (including a prospectus) with the U.S. Securities and Exchange Commission (SEC) for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering.**

**You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Citigroup Global Markets Inc. toll free at 1-877-858-5407, Deutsche Bank Securities Inc. at 212-250-6801, Goldman, Sachs & Co. at 1-866-471-2526 or J.P. Morgan Securities Inc. at 212-834-4533.**