## SEC Form 4

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

### OMB APPROVAL OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person <sup>*</sup> Gorski Robert J.			2. Issuer Name <b>and</b> Ticker or Trading Symbol Kraft Foods Group, Inc. [KRFT]		tionship of Reporting Pe all applicable) Director	rson(s) to Issuer 10% Owner		
(Last)	ast) (First) (Middle) RAFT FOODS GROUP, INC. HREE LAKES DRIVE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/25/2013	- X	Officer (give title below) EVP, Integrated St	Other (specify below)		
KRAFT FOODS GROUP, INC. THREE LAKES DRIVE			02/23/2013		E VI, integrated Suppry Chai			
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	Line)	vidual or Joint/Group Filir Form filed by One Rep			
NORTHFIELD	IL	60093	_	X	Form filed by More that Person	5		
(City)	(State)	(Zip)						

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code ( 8)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	02/25/2013		A		3,860 <sup>(1)</sup>	A	\$ <mark>0</mark>	24,111	D		
Units								381 <sup>(2)</sup>	Ι	by 401(k) plan	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned	
(e.g., puts, calls, warrants, options, convertible securities)	

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code ( 8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (right to buy)	\$46.74	02/25/2013		A		26,960		(3)	02/25/2023	Common Stock	26,960	\$0	26,960	D	

#### Explanation of Responses:

1. Restricted stock units awarded under Kraft's 2012 Performance Incentive Plan. Restricted stock units will vest on February 25, 2016.

2. Units represent interests in the Kraft stock fund in Kraft's 401(k) plan. The reporting person's interests in the Kraft stock fund fluctuate with the fund's performance. The information in this report is based on a plan statement dated as of January 31, 2013.

3. Options will vest in three annual installments as follows: 33% on February 25, 2014; 33% on February 25, 2015; and 34% on February 25, 2016.

#### <u>/s/ Phuong Lam, By Power of</u> 02/26/2013 <u>Attorney</u> Date

\*\* Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.