SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person*       2. Date         Kempczinski Christopher J       01/29			g 3. Issuer Name and Ticker or Trading Symbol Kraft Foods Group, Inc. [KRFT]					
(Last) (First) (Middle) THREE LAKES DRIVE			4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner			5. If Amendment, Date of Original Filed (Month/Day/Year)		
			X Officer (give title Other below) below)			6. Individual or Joint Applicable Line)	Individual or Joint/Group Filing (Check plicable Line)	
(Street) NORTHFIELD IL 60093			EVP & Pres., Ca	anada			y One Reporting Person y More than One erson	
(City) (State) (Zip)								
٢	able I - Nor	n-Derivat	ive Securities Beneficiall	y Owned				
1. Title of Security (Instr. 4)			. Amount of Securities Beneficially Owned (Instr. 4)			. Nature of Indirect Beneficial Ownership Instr. 5)		
Common Stock			29,507 <sup>(1)</sup>	D	D			
Table II - Derivative Securities Beneficially Owned           (e.g., puts, calls, warrants, options, convertible securities)								
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr.		4. Convers	cise Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivati Security	ve Indirect (I)		
Stock Options (right to buy)	02/20/2010 <sup>(2)</sup>	02/20/2019	Common Stock	4,922	24.49	09 D		
Stock Options (right to buy)	02/23/2011 <sup>(2)</sup>	02/21/2020	Common Stock	4,716	30.20	)6 D		
Stock Options (right to buy)	(3)	02/23/2021	Common Stock	6,633	32.98	34 D		
				1	1		I	
Stock Options (right to buy)	(4)	02/23/2022	Common Stock	6,053	39.37	79 D		

Explanation of Responses:

1. Total number of shares includes: 1) 9,723 shares of common stock; and 2) 19,784 restricted stock units that vest as follows: 1,106 shares on February 24, 2014; 1,105 shares on October 2, 2014; 3,600 shares on October 7, 2014; 1,010 shares on February 23, 2015; 1,105 shares on October 2, 2015; 3,000 shares on February 25, 2016; and 8,858 shares on August 5, 2016.

2. The stock options vested in three annual installments beginning on date shown as "Date Exercisable."

3. 4,377 stock options are vested and the remaining 2,256 shares vest on February 24, 2014.

4. 1,997 stock options are vested and the remaining 4,056 shares vest as follows: 1,997 shares on February 23, 2014; and 2,059 shares on February 23, 2015.

5. The stock options vest as follows: 6,920 shares on February 25, 2014, 6,920 shares on February 25, 2015; and 7,130 shares on February 25, 2016.

/s/ Phuong Lam, by Power of Attor<u>ney</u> <u>01/30/2014</u>

\*\* Signature of Reporting Person Date

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 5 (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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Christopher H. Anderson, Phuong Lam, Kim K.W. Rucker and James J. Savina signing singly, the undersigned's true and lawful attorney-in-fact to: prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to (1)the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC; execute for and on behalf of the undersigned, in the undersigned's capacity as a director (2)and/or an executive officer of Kraft Foods Group, Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder: do and perform any and all acts for and on behalf of the undersigned which may be necessary (3) or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion. The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attornevs-in-fact. This Power of Attorney revokes all prior Powers of Attorney relating to reporting under Section 16 of the Securities Exchange Act of 1934 of the Company's securities and shall remain in effect until revoked by a subsequently filed instrument. IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 21st day of January, 2014. /s/ Chris Kempczinski

Signature Chris Kempczinski Print Name