

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  
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1. Name and Address of Reporting Person* <u>Johnson May Diane</u>			2. Issuer Name and Ticker or Trading Symbol <u>Kraft Foods Group, Inc. [ KRFT ]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Human Resources</u>	
(Last) (First) (Middle) <u>KRAFT FOODS GROUP, INC.</u> <u>THREE LAKES DRIVE</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>07/02/2015</u>			
(Street) <u>NORTHFIELD IL 60093</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(City) (State) (Zip)					6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person	

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. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/02/2015		D		42,537 <sup>(1)</sup>	D	\$0 <sup>(2)(3)(4)</sup>	0	D	
Performance Shares	07/02/2015		D		35,153	D	\$88.3 <sup>(5)</sup>	0	D	
Units	07/02/2015		D		7,444 <sup>(6)</sup>	D	\$0 <sup>(6)</sup>	0	I	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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (right to buy)	\$32.984	07/02/2015		D		6,913	02/23/2012 <sup>(7)(8)</sup>	02/23/2021	Common Stock	6,913 <sup>(7)</sup>	<sup>(7)</sup>	0 <sup>(7)</sup>	D	
Stock Options (right to buy)	\$39.379	07/02/2015		D		7,896	02/23/2013 <sup>(7)(8)</sup>	02/23/2022	Common Stock	7,896 <sup>(7)</sup>	<sup>(7)</sup>	0 <sup>(7)</sup>	D	
Stock Options (right to buy)	\$46.74	07/02/2015		D		29,960	02/25/2014 <sup>(7)(8)</sup>	02/25/2023	Common Stock	29,960 <sup>(7)</sup>	<sup>(7)</sup>	0 <sup>(7)</sup>	D	
Stock Options (right to buy)	\$55.17	07/02/2015		D		27,916	02/27/2015 <sup>(7)(8)</sup>	02/27/2024	Common Stock	27,916 <sup>(7)</sup>	<sup>(7)</sup>	0 <sup>(7)</sup>	D	
Stock Options (right to buy)	\$63.775	07/02/2015		D		24,150	02/26/2016 <sup>(7)(8)</sup>	02/26/2025	Common Stock	24,150 <sup>(7)</sup>	<sup>(7)</sup>	0 <sup>(7)</sup>	D	

Explanation of Responses:

1. Includes 25,042 shares of common stock, 14,641 restricted stock units and 2,854 deferred compensation units.
2. Pursuant to the terms of the Agreement and Plan of Merger, dated as of March 24, 2015 (the "Merger Agreement"), among H.J. Heinz Holding Corporation ("Heinz"), Kite Merger Sub Corp., Kite Merger Sub LLC and Kraft Foods Group, Inc. ("Kraft"), upon the completion of the merger as contemplated by the Merger Agreement, each share of Kraft's common stock held by the reporting person was converted into the right to receive one share of common stock of the combined company, The Kraft Heinz Company ("Kraft Heinz"), and a special cash dividend of \$16.50 per share (the "Special Dividend") of Kraft common stock.
3. Pursuant to the Merger Agreement, upon completion of the merger, each Kraft restricted stock unit held by the reporting person was converted into the right to receive one Kraft Heinz restricted stock unit in respect of a number of shares of Kraft Heinz common stock equal to the number of shares of Kraft common stock that may be issued in respect of such Kraft restricted stock unit and a cash payment equal to the Special Dividend no later than 30 days following the completion of the merger. The Kraft Heinz restricted stock units will continue to vest and be settled in accordance with the terms and conditions as were applicable under such Kraft restricted stock units immediately prior to the completion of the merger.
4. Pursuant to the Merger Agreement, upon completion of the merger, each Kraft deferred compensation unit held by the reporting person was converted into the right to receive one Kraft Heinz deferred compensation unit in respect of a number of shares of Kraft Heinz common stock equal to the number of shares of Kraft common stock that may be issued in respect of such Kraft deferred compensation unit and the right to receive a cash payment equal to the Special Dividend no later than 30 days following the completion of the merger. The Kraft Heinz deferred compensation units will be subject to the same terms and conditions as were applicable under such Kraft deferred compensation units immediately prior to the completion of the merger.
5. Pursuant to the Merger Agreement, upon completion of the merger, each Kraft performance share held by the reporting person was converted into the right to receive an amount in cash equal to the target number of Kraft performance shares subject to such award immediately prior to the completion of the merger multiplied by \$88.30 (the final Kraft pre-dividend price). The performance share amount will be paid in two installments in the manner set forth in the Merger Agreement.
6. Units represent the reporting person's interests in the Kraft stock fund in Kraft's 401(k) plan. The reporting person's interest in the Kraft stock fund fluctuates with the fund's performance. The information in this report is based on a plan statement dated as of June 30, 2015. In connection with the merger, the units will convert into units in a Kraft Heinz stock fund and will accrue additional units in respect of the Special Dividend in accordance with the terms of the plan.

7. Pursuant to the Merger Agreement, upon completion of the merger, each Kraft stock option (whether vested or unvested) held by the reporting person was adjusted such that, upon the completion of the merger, it was converted into the right to receive an option to purchase the number of shares of Kraft Heinz common stock equal to the number of shares of Kraft common stock subject to the Kraft stock option divided by the option adjustment ratio (rounded down to the nearest whole share), at an exercise price per share equal to the exercise price per share of each Kraft stock option immediately prior to the completion of the merger multiplied by the option adjustment ratio (rounded up to the nearest whole cent). The Kraft Heinz stock options will continue to vest and become exercisable in accordance with the terms and conditions as were applicable under such Kraft stock options immediately prior to the completion of the merger.

8. The stock options vested or are scheduled to vest in three annual installments beginning on the date shown as "Date Exercisable."

Remarks:

<u>/s/ Phuong Lam, by Power of Attorney.</u>	<u>07/02/2015</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 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.

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