

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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



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                                 |           |
|--|-----------|
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|   |   |  |
|---|---|--|
| 1. Name and Address of Reporting Person*<br><u>Cox L Kevin</u><br><br>(Last) (First) (Middle)<br><u>C/O KRAFT FOODS GROUP, INC.</u><br><u>THREE LAKES DRIVE</u><br><br>(Street)<br><u>NORTHFIELD IL 60093</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Kraft Foods Group, Inc. [ KRFT ]</u><br><br>3. Date of Earliest Transaction (Month/Day/Year)<br><u>07/02/2015</u><br><br>4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br><input checked="" type="checkbox"/> Director 10% Owner<br><br>Officer (give title below) Other (specify below)<br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br>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                              |   | 8,288 <sup>(1)</sup>  | D          | \$0 <sup>(2)(3)</sup> | 0   | D  |   |

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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|-----------------|---|--|--|---|--|
|  |  |                                      |  |                                |  | Date Exercisable   | Expiration Date |   |  |  |   |  |
|  |  |                                      |  | Code                           | V  | (A)  | (D)             | Title   | Amount or Number of Shares                 |  |   |  |

Explanation of Responses:

1. Includes 133 shares of common stock and 8,155 deferred shares.
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 deferred share held by the reporting person was converted into the right to receive one Kraft Heinz deferred share 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 share and accrued additional deferred shares in respect of the Special Dividend, in accordance with the terms of the applicable Kraft stock plan, deferred share award agreement or Kraft's past practices with respect to such accruals. The Kraft Heinz deferred shares will be settled in accordance with the terms and conditions as were applicable under such Kraft deferred shares immediately prior to the completion of the merger.

Remarks:

/s/ Phuong Lam, by Power of Attorney 07/02/2015

\*\* 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.

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.