

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

OMB Number: 3235-0287  
Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person * <u>Kehoe James</u> <hr/> (Last) (First) (Middle) KRAFT FOODS GROUP, INC. THREE LAKES DRIVE <hr/> (Street) NORTHFIELD IL 60093 <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>Kraft Foods Group, Inc. [ KRFT ]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) <u>02/22/2013</u> <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>SVP, Corporate Finance</u> <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) X 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	02/22/2013		A		6,021 <sup>(1)</sup>	A	\$0	35,519	D	
Common Stock	02/22/2013		F		2,031 <sup>(2)</sup>	D	\$47.195	33,488	D	
Common Stock	02/22/2013		F		538 <sup>(3)</sup>	D	\$47.195	32,950	D	
Common Stock	02/25/2013		A		3,000 <sup>(4)</sup>	A	\$0	35,950	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)
				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		20,970		(5)	02/25/2023	Common Stock	20,970	\$0	20,970	D	

Explanation of Responses:

- Shares of common stock received upon vesting of performance share awards under Kraft's 2012 Performance Incentive Plan.
- Withholding of shares of common stock to satisfy tax withholding obligations in connection with the vesting of performance shares.
- Withholding of shares of common stock to satisfy tax withholding obligations in connection with the vesting of restricted stock units under Kraft's 2012 Performance Incentive Plan.
- Restricted stock units awarded under Kraft's 2012 Performance Incentive Plan. Restricted stock units will vest on February 25, 2016.
- 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.

/s/ Phuong Lam, By Power of Attorney 02/26/2013

\*\* 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.