

KELLOGG W K FOUNDATION
 Form 4
 November 29, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 KELLOGG W K FOUNDATION TRUST

2. Issuer Name and Ticker or Trading Symbol
 KELLOGG CO [K]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 THE BANK OF NEW YORK
 MELLON TRUST CO. NA, 500
 GRANT STREET, ROOM 151-0410

3. Date of Earliest Transaction (Month/Day/Year)
 11/28/2012

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

(Street)
 PITTSBURGH, PA 15258

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 X 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 Ownership (Instr. 4)
Common Stock	11/28/2012	11/28/2012	S	100,000	\$ 55.7511	D (1)	
Common Stock					147,800 (2)	I (2)	See Foot Note (2)

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

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SEC 1474 (9-02)

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLOGG W K FOUNDATION TRUST THE BANK OF NEW YORK MELLON TRUST CO. NA 500 GRANT STREET, ROOM 151-0410 PITTSBURGH, PA 15258		X		
KELLOGG W K FOUNDATION ONE MICHIGAN AVENUE EAST BATTLE CREEK, MI 49017-4058		X		

Signatures

Natalie M. Boggs, Senior Associate, The Bank of New York Mellon Trust Company, N.A., as Corporate Trustee of the W.K. Kellogg Foundation Trust, and signing for the W.K. Kellogg Foundation pursuant to a power of attorney dated 11/29/2011

11/29/2012

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) 75,674,190 shares were owned following the reported transaction by the W.K. Kellogg Foundation Trust (the "Trust") of which Wenda W. Moore, Sterling K. Speirn, James M. Jenness, and The Bank of New York Mellon Trust Company, N.A. are Trustees and the W.K. Kellogg Foundation (the "Foundation") is the sole beneficiary.
- (2) 147,800 shares were owned following the reported transaction by the Carrie Staines Kellogg Trust #5977 of which the Foundation is currently a beneficiary.

Remarks:

The sales reported on this Form 4 were made pursuant to trading instructions, given by the W.K. Kellogg Foundation Trust on

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. 3">

CONSOLIDATED FORM
Management and Related Persons Negotiation of Securities Issued by the Company
Article 11 - CVM Instruction # 358/2002

In February of 2009, there were no operations with securities and derivatives as presented below, in compliance with Article 11 - CVM Instruction # 358/2002:

Company Name: Brasil Telecom Participações S.A.				
Group and Related Persons	<input type="checkbox"/> Board of Directors	<input checked="" type="checkbox"/> Management	<input type="checkbox"/> Fiscal Board	<input type="checkbox"/> Controllers
Initial Balance				
Securities/ Derivatives	Securities Characteristics	Quantity	%	
			Same Class and Type	Total
Shares	Common	2	0.00	0.00
Shares	Preferred	2	0.00	0.00
Final Balance				
Securities/ Derivatives	Securities Characteristics	Quantity	%	
			Same Class and Type	Total
Shares	Common	0	0.00	0.00
Shares	Preferred	0	0.00	0.00

The difference between the opening and closing balances is due to the fact that the Officer was elected to the Board of Directors and his shares were consolidated with those of the Board.

Company Name: Brasil Telecom S.A.				
Group and Related Persons	<input type="checkbox"/> Board of Directors	<input checked="" type="checkbox"/> Management	<input type="checkbox"/> Fiscal Board	<input type="checkbox"/> Controllers
Initial Balance				
Securities/ Derivatives	Securities Characteristics	Quantity	%	
			Same Class and Type	Total
Shares	Common	0	0.00	0.00
Shares	Preferred	0	0.00	0.00
Final Balance				
Securities/ Derivatives	Securities Characteristics	Quantity	%	
			Same Class and Type	Total
Shares	Common	0	0.00	0.00

Explanation of Responses:

Shares	Preferred	0	0.00	0.00
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Brasil Telecom Participações S.A. Consolidated Position February 2009
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CONSOLIDATED FORM
Management and Related Persons Negotiation of Securities Issued by the Company
Article 11 - CVM Instruction # 358/2002

In December 2008, there were no operations with securities and derivatives as presented below, in compliance with Article 11 - CVM Instruction # 358/2002:

Company Name: Brasil Telecom Participações S.A.					
Group and Related Persons	<input type="checkbox"/> Board of Directors	<input type="checkbox"/> Management	<input type="checkbox"/> Fiscal Board	<input checked="" type="checkbox"/> Controllers	
Initial Balance					
Securities/ Derivatives	Securities Characteristics	Quantity	%		
			Same Class and Type	Total	
Shares	Common	71.236.790	53.14	19.57	
Shares	Preferred	0	0.00	0.00	
Final Balance					
Securities/ Derivatives	Securities Characteristics	Quantity	%		
			Same Class and Type	Total	
Shares	Common	71.236.790	53.14	19.57	
Shares	Preferred	0	0.00	0.00	

Company Name: Brasil Telecom S.A.					
Group and Related Persons	<input type="checkbox"/> Board of Directors	<input type="checkbox"/> Management	<input type="checkbox"/> Fiscal Board	<input checked="" type="checkbox"/> Controllers	
Initial Balance					
Securities/ Derivatives	Securities Characteristics	Quantity	%		
			Same Class and Type	Total	
Shares	Common	0	0.00	0.00	
Shares	Preferred	0	0.00	0.00	
Final Balance					
Securities/ Derivatives	Securities Characteristics	Quantity	%		
			Same Class and Type	Total	
Shares	Common	0	0.00	0.00	
Shares	Preferred	0	0.00	0.00	

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: March 12, 2009

BRASIL TELECOM PARTICIPAÇÕES S.A.

By: /s/ Alex Waldemar Zornig

Name: **Alex Waldemar
Zornig**
Title: Chief Financial and
Investor Relations Officer

FORWARD-LOOKING STATEMENTS

This press release may contain forward-looking statements. These statements are statements that are not historical facts, and are based on management's current view and estimates of future economic circumstances, industry conditions, company performance and financial results. The words "anticipates", "believes", "estimates", "expects", "plans" and similar expressions, as they relate to the company, are intended to identify forward-looking statements. Statements regarding the declaration or payment of dividends, the implementation of principal operating and financing strategies and capital expenditure plans, the direction of future operations and the factors or trends affecting financial condition, liquidity or results of operations are examples of forward-looking statements. Such statements reflect the current views of management and are subject to a number of risks and uncertainties. There is no guarantee that the expected events, trends or results will actually occur. The statements are based on many assumptions and factors, including general economic and market conditions, industry conditions, and operating factors. Any changes in such assumptions or factors could cause actual results to differ materially from current expectations.
