

KELLOGG CO  
Form 8-K  
April 25, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 20, 2012

**Kellogg Company**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-4171**  
(Commission  
File Number)

**38-0710690**  
(IRS Employer  
Identification No.)

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**One Kellogg Square Battle Creek, Michigan 49016-3599**

**(Address of Principal executive offices, including Zip Code)**

**(269) 961-2000**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

a) On April 20, 2012, Kellogg Company held its Annual Meeting of Shareowners.

b) Benjamin Carson, John Dillon, James Jenness and Donald Knauss were re-elected for a three-year term.

Five matters were voted on at the 2012 Annual Meeting: the re-election of the four directors described in (b) above; an advisory resolution to approve executive compensation; the ratification of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2012; a Shareowner proposal to repeal the classified board; and a Shareowner proposal to adopt simple majority vote. The final results of voting on each of the matters submitted to a vote of Shareowners are as follows.

| <b>1. Election of Directors</b>   | <b>For</b>  | <b>Withheld</b> | <b>Broker Non-Votes</b> |                         |
|---|-------------|-----------------|-------------------------|-------------------------|
| Benjamin Carson   | 276,771,349 | 3,464,513       | 31,074,683              |                         |
| John Dillon   | 274,677,765 | 5,558,097       | 31,074,683              |                         |
| James Jenness   | 270,791,267 | 9,444,595       | 31,074,683              |                         |
| Donald Knauss   | 275,755,249 | 2,280,613       | 31,074,683              |                         |
| <b>2. Advisory resolution to approve executive compensation</b>         | <b>For</b>  | <b>Against</b>  | <b>Abstentions</b>      | <b>Broker Non-Votes</b> |
|   | 271,154,232 | 7,988,369       | 1,093,261               | 31,074,683              |
| <b>3. Ratification of independent registered public accounting firm</b> |             | <b>For</b>      | <b>Against</b>          | <b>Abstentions</b>      |
|   |             | 308,918,351     | 2,049,552               | 342,642                 |
| <b>4. Shareowner proposal to repeal the classified board</b>            | <b>For</b>  | <b>Against</b>  | <b>Abstentions</b>      | <b>Broker Non-Votes</b> |
|   | 132,644,235 | 146,815,449     | 776,178                 | 31,074,683              |
| <b>5. Shareowner proposal to adopt simple majority vote</b>             | <b>For</b>  | <b>Against</b>  | <b>Abstentions</b>      | <b>Broker Non-Votes</b> |
|   | 117,339,540 | 162,152,121     | 744,201                 | 31,074,683              |

**SIGNATURES**

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 hereunto duly authorized.

**KELLOGG COMPANY**

/s/ Gary H. Pilnick

Name: Gary H. Pilnick

Title: Senior Vice President, General Counsel, Corporate  
Development and Secretary

Date: April 25, 2012