

KELLOGG CO
Form SC 13G/A
February 12, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 36)*

Kellogg Company

(Name of Issuer)

Common Stock

(Title of Class of Securities)

487836108

(CUSIP Number)

12/31/12

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

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Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 487836108

Page 2 of 10 pages

1 NAME OF REPORTING PERSON

The Bank of New York Mellon Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

3 (b)
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

A New York Corporation

5 SOLE VOTING POWER

NUMBER OF

SHARES 2,543,709
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 75,478,938
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 3,412,997
8 SHARED DISPOSITIVE POWER

WITH

9 75,535,776
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 79,030,995
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

21.9%

12 TYPE OF REPORTING PERSON*

HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 487836108

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1 NAME OF REPORTING PERSON

The Bank of New York Mellon Trust Company, N.A.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

A National Banking Association

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 75,439,290
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

75,439,290
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

75,439,290
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

20.9%

12 TYPE OF REPORTING PERSON*

BK

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 487836108

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1 NAME OF REPORTING PERSON

James M. Jenness

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

3 (b)
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER

NUMBER OF

SHARES 571,813
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 75,439,290
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 560,616
8 SHARED DISPOSITIVE POWER

WITH

9 75,439,290
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 76,011,103
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

21.0%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 487836108

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1 NAME OF REPORTING PERSON

Sterling K. Speirn

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER

NUMBER OF

SHARES 22,999
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 75,515,090
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 5,781
8 SHARED DISPOSITIVE POWER

WITH

75,515,090
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

75,538,089
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

20.9%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 487836108

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1 NAME OF REPORTING PERSON

Wenda W. Moore

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

3 (b)
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER

NUMBER OF

SHARES 729
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 75,439,290
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 729
8 SHARED DISPOSITIVE POWER

WITH

9 75,439,290
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 75,440,019
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

20.9%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Schedule 13G

Issuer: Kellogg Company

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This Schedule 13G is being filed as Amendment No. 36 to the Schedule 13G dated April 23, 1979 filed on behalf of Harris Trust and Savings Bank, Lyle C. Roll, Russell G. Mawby and William V. Bailey as trustees of the W.K. Kellogg Foundation Trust (the Trust) with respect to shares of common stock of Kellogg Company (the Shares).

This Amendment No. 36 is being filed by The Bank of New York Mellon Corporation as parent holding company for The Bank of New York Mellon Trust Company, N.A., by The Bank of New York Mellon Trust Company, N.A. as trustee of the Trust, on behalf of the Trust and on behalf of itself, James M. Jenness, Sterling K. Speirn and Wenda W. Moore, as all of the trustees of the Trust as of December 31, 2012.

The number of Shares beneficially owned by each of The Bank of New York Mellon Corporation and certain of its affiliates (including The Bank of New York Mellon Trust Company, N.A.), James M. Jenness, Sterling K. Speirn and Wenda W. Moore, individually, as fiduciary or otherwise, is hereinafter reported. The number of Shares beneficially owned collectively by such persons is 79,702,336, which is 22.1% of the Shares outstanding. Of this amount 75,439,290 Shares, or 20.9% of the Shares outstanding, represent Shares owned in a fiduciary capacity on behalf of the Trust. Shares owned in other fiduciary capacities are noted on Exhibit 99.1.

The number of reported Shares for James M. Jenness includes 431,410 Shares that Mr. Jenness may acquire within 60 days of December 31, 2012 by exercising options granted to him under the Kellogg Company Key Employee Incentive Plans. The number of reported Shares for Sterling K. Speirn includes 5,781 Shares that Mr. Speirn may acquire within 60 days of December 31, 2012 by exercising options granted to him under the Kellogg Company Non-Employee Director Stock Plan.

Item 1. (a) Name of Issuer:

Kellogg Company

(b) Address of Issuer's Principal Executive Offices:

One Kellogg Square

Battle Creek, Michigan 49016-3599

Item 2. (a) Name of Persons Filing:

The Bank of New York Mellon Corporation

The Bank of New York Mellon Trust Co., N.A.

James M. Jenness

Sterling K. Speirn

Wenda W. Moore

(b) Address of Principal Business Office :

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Person Filing

The Bank of New York Mellon Corporation

The Bank of New York Mellon Trust Co., N.A.

James M. Jenness

Address

One Wall Street
New York, NY 10286

One BNY Mellon Center
500 Grant Street, Suite 410
Pittsburgh, PA 15258

One Kellogg Square
P. O. Box 3599
Battle Creek, Michigan 49016

Schedule 13G

Issuer: Kellogg Company

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| | |
|--------------------|--|
| Sterling K. Speirn | One Michigan Avenue East Battle Creek, Michigan 49017 |
| Wenda W. Moore | One Michigan Avenue East Battle Creek, Michigan 49017 |

(c) **Citizenship:**

| | |
|---|---------------------------------|
| The Bank of New York Mellon Corporation | -A New York Corporation |
| The Bank of New York Mellon Trust Co., N.A. | -A National Banking Association |
| James M. Jenness | -U.S. Citizen |
| Sterling K. Speirn | -U.S. Citizen |
| Wenda W. Moore | -U.S. Citizen |

(d) **Title of Class of Securities:**

All persons filing - common stock

(e) **CUSIP Number:**

All persons filing - 487836108

Item 3. (a) - (j)

This statement is being filed pursuant to Rule 13d-1(d).

Item 4. Ownership:

(a) **Amount Beneficially Owned as of December 31, 2012:**

| | |
|---|--------------|
| The Bank of New York Mellon Corporation | - 79,030,995 |
| The Bank of New York Mellon Trust Co., N.A. | - 75,439,290 |
| James M. Jenness | - 76,011,103 |
| Sterling K. Speirn | - 75,538,089 |
| Wenda W. Moore | - 75,440,019 |

(b) **Percent of Class:**

| | |
|---|---------|
| The Bank of New York Mellon Corporation | - 21.9% |
| The Bank of New York Mellon Trust Co., N.A. | - 20.9% |
| James M. Jenness | - 21.0% |

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| | | |
|--------------------|---|-------|
| Sterling K. Speirn | - | 20.9% |
| Wenda W. Moore | - | 20.9% |

(c) **Number of shares as to which such person has:**

(i) **Sole power to vote or to direct the vote:**

| | | |
|---|---|-----------|
| The Bank of New York Mellon Corporation | - | 2,543,709 |
| The Bank of New York Mellon Trust Co., N.A. | - | 0 |
| James M. Jenness | - | 571,813 |
| Sterling K. Speirn | - | 22,999 |
| Wenda W. Moore | - | 729 |

Schedule 13G

Issuer: Kellogg Company

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(ii) Shared power to vote or to direct the vote:

| | | |
|---|---|------------|
| The Bank of New York Mellon Corporation | - | 75,478,938 |
| The Bank of New York Mellon Trust Co., N.A. | - | 75,439,290 |
| James M. Jenness | - | 75,439,290 |
| Sterling K. Speirn | - | 75,515,090 |
| Wenda W. Moore | - | 75,439,290 |

(iii) Sole power to dispose or to direct the disposition of:

| | | |
|---|---|-----------|
| The Bank of New York Mellon Corporation | - | 3,412,997 |
| The Bank of New York Mellon Trust Co., N.A. | - | 0 |
| James M. Jenness | - | 560,616 |
| Sterling K. Speirn | - | 5,781 |
| Wenda W. Moore | - | 729 |

(iv) Shared power to dispose or to direct the disposition of:

| | | |
|---|---|------------|
| The Bank of New York Mellon Corporation | - | 75,535,776 |
| The Bank of New York Mellon Trust Co., N.A. | - | 75,439,290 |
| James M. Jenness | - | 75,439,290 |
| Sterling K. Speirn | - | 75,515,090 |
| Wenda W. Moore | - | 75,439,290 |

Item 5. Ownership of Five Percent or Less of a Class:

Not Applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

See Exhibit 99.1

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

The Bank of New York Mellon Corporation, a parent holding company, is filing with respect to its subsidiaries, including The Bank of New York Mellon Trust Company, N.A.

Item 8. Identification and Classification of Members of the Group:

Not Applicable

Item 9. Notice of Dissolution of Group:

Not Applicable

Item 10. Certifications:

Not Applicable

Schedule 13G

Issuer: Kellogg Company

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2013

The Bank of New York Mellon Corporation

By /s/ Nicholas R. Darrow
Nicholas R. Darrow
Senior Vice President
Attorney-in-Fact for
The Bank of New York Mellon Corporation

The Bank of New York Mellon Trust Company, N.A., as trustee of the W.K. Kellogg Foundation Trust

By /s/ Dana Luksic
Dana Luksic
Vice President

James M. Jenness

/s/ Dana Luksic
By his attorney in fact, Dana Luksic

Sterling K. Speirn

/s/ Dana Luksic
By his attorney in fact, Dana Luksic

Wenda W. Moore

/s/ Dana Luksic
By her attorney in fact, Dana Luksic

SCHEDULE 13G

EXHIBIT INDEX

| Exhibit No. | Exhibit |
|--------------------|---|
| Exhibit 24.1 | Power of Attorney of The Bank of New York Mellon Corporation dated October 12, 2009 (incorporated by reference to Exhibit 24.1 to Amendment No. 33 to this Schedule 13G filed on February 11, 2010 (Amendment No. 33)). |
| Exhibit 24.2 | Power of Attorney of James M. Jenness dated November 16, 2011 (incorporated by reference to Exhibit 24.2 to Amendment No. 35). |
| Exhibit 24.3 | Power of Attorney of Sterling K. Speirn dated November 16, 2011 (incorporated by reference to Exhibit 24.3 to Amendment No. 35). |
| Exhibit 24.4 | Power of Attorney of Wenda W. Moore dated November 16, 2011 (incorporated by reference to Exhibit 24.4 to Amendment No. 35). |
| Exhibit 99.1 | Ownership of More Than Five Percent on Behalf of Another Person. |
| Exhibit 99.2 | Agreement Pursuant to Rule 13d-1(k)(1)(iii). |