KELLOGG CO

Form 4

February 14, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

Common

Stock

Stock

02/10/2005

02/10/2005

(Print or Type Responses)

1. Name and GUTIERR	Symbol	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) 3. Date	of Earliest	Transaction	` 11				
P O BOX	`	(Month/Day/Year) 02/10/2005			X Director 10% OwnerX Officer (give titleX Other (specify below) Former Chairman and CEO / Former Co-Trste-Trst>10%				
	4. If Ar	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
RATTI E	CREEK, MI 4901	·	Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
DATILLY	.0-3377				Person				
(City)	(State)	(Zip) Ta	ble I - Non	-Derivative Securities Acq	uired, D	oisposed of, o	r 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)	Sec	Amount of curities neficially cred	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership	

(A)

or

(D)

A

Price

Amount

376,250

376,250 D

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

Code V

M

S

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Following

Transaction(s)

(Instr. 3 and 4)

316,821.585 D

Reported

\$ 38.925 693,071.585

or Indirect

(Instr. 4)

(Instr. 4)

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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. Transactic Code (Instr. 8)	Secu Acqu Disp	umber of vative rities nired (A) or osed of (D) r. 3, 4, and	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Option	\$ 38.925	02/10/2005		M		376,250	02/07/2005	02/20/2014	Common Stock	376,25

Reporting Owners

Reporting Owner Name / Address			•	
	Director	10% Owner	Officer	Other
GUTIERREZ CARLOS M				
P O BOX 3599	X		Former Chairman and CEO	Former Co-Trste-Trst>10%

Relationships

P O BOX 3599 BATTLE CREEK, MI 49016-3599

Signatures

James K. Markey, Attorney-in-Fact 02/14/2005

**Signature of Reporting Person Dat

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).

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.

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