Edgar Filing: KELLOGG CO - Form 4

Form 4	CO										
February 14	, 2005										
FORM		STATES	SECII	DITIES /		CHANCE	E COMMISSIO	NT.	PPROVAL	-	
	UNITED	SIAILS		shington				Number:	3235-0		
Check this box if no longer subject to Section 16. Form 4 or								Estimated burden ho response	average urs per	2005 0.5	
Form 5 obligatio may con <i>See</i> Instr 1(b).	ons Section 17(a) of the P	Public U	Itility Hol	ding Co		nge Act of 1934, of 1935 or Secti 940				
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> RICHARDSON WILLIAM C			Symbol	er Name and		r Trading	5. Relationship of Reporting Person(s) to Issuer				
			OGG CO			(Check all applicable)					
(Last) (First) (Middle) PO BOX 3599			3. Date of Earliest Transaction (Month/Day/Year) 02/18/2005			X_ Director 10% Owner Officer (give title Other (specify below) below)					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
BATTLE C	CREEK, MI 49010	5-3599					Person	More than One K	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or of (D)	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 o Indirect Beneficial Ownership (Instr. 4)		
Reminder: Rej	port on a separate line	e for each cla	iss of sect	urities bene	Perso inforr requi	ons who res nation con red to resp ays a curre	or indirectly. spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof	Expiration Date	Underlying Securities	Derivati
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities			(Instr. 5

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	Security			Acquir (A) or Dispos of (D) (Instr. 1 and 5)	ed						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	\$ 44.45	02/18/2005	А		22.5		(2)	(2)	Common Stock	22.5	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
RICHARDSON WILLIAM C							
PO BOX 3599	Х						
BATTLE CREEK, MI 49016-3599							
Signatures							
James K. Markey, Attorney-in-Fact	02/1	4/2005					
**Signature of Reporting Person	E						

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) Excludes dividends reinvested after 12/31/03.
- (2) According to the terms of the amended Kellogg Company Deferred Compensation Plan for Non-Employee Directors, final value of phantom stock units is to be determined as of date of reporting person's retirement and may be paid in cash or stock.

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.