

BRYANT JOHN A
Form 4
November 15, 2005

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 *
BRYANT JOHN A

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)
PO BOX 3599

3. Date of Earliest Transaction (Month/Day/Year)
11/10/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

(Street)
BATTLE CREEK, MI 49016-3599

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/10/2005		M		39,667	A	\$ 34.635
							148,184.6456 (1)
Common Stock	11/10/2005		F		34,458	D	\$ 44.52
							113,726.6456 (1)
Common Stock	11/10/2005		M		10,000	A	\$ 34.625
							123,726.6456 (1)
Common Stock	11/10/2005		F		8,686	D	\$ 44.52
							115,040.6456 (1)
Common Stock	11/10/2005		M		12,245	A	\$ 34.385
							127,285.6456 (1)
	11/10/2005		F		10,597	D	\$ 44.52

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Common Stock						116,688.6456		
						<u>(1)</u>		
Common Stock	11/10/2005		M	4,660	A	\$ 33.06	121,348.6456	D
							<u>(1)</u>	
Common Stock	11/10/2005		F	3,952	D	\$ 44.52	117,396.6456	D
							<u>(1)</u>	
Common Stock	11/10/2005		M	3,087	A	\$ 33.06	120,483.6456	D
							<u>(1)</u>	
Common Stock	11/10/2005		F	2,618	D	\$ 44.52	117,865.6456	D
							<u>(1)</u>	
Common Stock	11/10/2005		M	4,859	A	\$ 31.86	122,724.6456	D
							<u>(1)</u>	
Common Stock	11/10/2005		F	4,043	D	\$ 44.52	118,681.6456	D
							<u>(1)</u>	
Common Stock	11/10/2005		M	6,696	A	\$ 30.18	125,377.6456	D
							<u>(1)</u>	
Common Stock	11/10/2005		F	5,422	D	\$ 44.52	119,955.6456	D
							<u>(1)</u>	

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

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(9-02)

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 Security (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 34.635	11/10/2005		M	39,667	02/22/2003	02/22/2012	Common Stock	39,667
Stock Option	\$ 44.52	11/10/2005		A	34,458	11/10/2005	02/22/2012	Common Stock	34,458
Stock Option	\$ 34.625	11/10/2005		M	10,000	01/04/2000	01/04/2009	Common Stock	10,000
Stock Option	\$ 44.52	11/10/2005		A	8,686	11/10/2005	01/04/2009	Common Stock	8,686

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Stock Option	\$ 34.385	11/10/2005	M	12,245	11/06/2003	02/16/2011	Common Stock	12,245
Stock Option	\$ 44.52	11/10/2005	A	10,597	11/10/2005	02/16/2011	Common Stock	10,597
Stock Option	\$ 33.06	11/10/2005	M	4,660	05/05/2003	02/16/2011	Common Stock	4,660
Stock Option	\$ 44.52	11/10/2005	A	3,952	11/10/2005	02/16/2011	Common Stock	3,952
Stock Option	\$ 33.06	11/10/2005	M	3,087	05/05/2003	01/31/2010	Common Stock	3,087
Stock Option	\$ 44.52	11/10/2005	A	2,618	11/10/2005	01/31/2010	Common Stock	2,618
Stock Option	\$ 31.86	11/10/2005	M	4,859	11/05/2002	01/31/2010	Common Stock	4,859
Stock Option	\$ 44.52	11/10/2005	A	4,043	11/10/2005	01/31/2010	Common Stock	4,043
Stock Option	\$ 30.18	11/10/2005	M	6,696	02/21/2004	02/21/2013	Common Stock	6,696
Stock Option	\$ 44.52	11/10/2005	A	5,422	11/10/2005	02/21/2013	Common Stock	5,422

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRYANT JOHN A PO BOX 3599 BATTLE CREEK, MI 49016-3599			Executive Vice President	

Signatures

James K. Markey,
Attorney-in-Fact

11/15/2005

**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) Excludes dividends reinvested after 12/31/04.

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