

HARRIS ALAN F
Form 4
November 17, 2005

FORM 4

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

OMB APPROVAL

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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 *
HARRIS ALAN F

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)
11/15/2005

____ Director
 Officer (give title below) _____ 10% Owner
_____ 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	(D)	Price		
Common Stock	11/15/2005		M		77,421	A	\$ 34.635	208,934.989	D
Common Stock	11/15/2005		F		67,290	D	\$ 44.475	141,644.989	D
Common Stock	11/15/2005		M		2,378	A	\$ 34.8125	144,022.989	D
Common Stock	11/15/2005		F		2,074	D	\$ 44.475	141,948.989	D
Common Stock	11/15/2005		M		51,084	A	\$ 34.945	193,032.989	D

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Common Stock	11/15/2005	F	44,610	D	\$ 44.475	148,422.989	D
Common Stock	11/15/2005	M	3,343	A	\$ 34.945	151,765.989	D
Common Stock	11/15/2005	F	2,920	D	\$ 44.475	148,845.989	D
Common Stock	11/15/2005	M	20,284	A	\$ 40.4063	169,129.989	D
Common Stock	11/15/2005	F	19,188	D	\$ 44.475	149,941.989	D
Common Stock	11/15/2005	M	7,795	A	\$ 40.9063	157,736.989	D
Common Stock	11/15/2005	F	7,426	D	\$ 44.475	150,310.989	D

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 34.635	11/15/2005		M			77,421	02/22/2003	02/22/2012	Common Stock	77,421
Stock Option	\$ 44.475	11/15/2005		A		67,290		11/15/2005	02/22/2012	Common Stock	67,290
Stock Option	\$ 34.8125	11/15/2005		M		2,378		11/15/1999	03/14/2007	Common Stock	2,378
Stock Option	\$ 44.475	11/15/2005		A		2,074		11/15/2005	03/14/2007	Common Stock	2,074
Stock Option	\$ 34.945	11/15/2005		M		51,084		11/11/2003	02/16/2011	Common Stock	51,084
Stock Option	\$ 44.475	11/15/2005		A		44,610		11/15/2005	02/16/2011	Common Stock	44,610

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Stock Option	\$ 34.945	11/15/2005		M	3,343	11/11/2003	01/31/2010	Common Stock	3,343
Stock Option	\$ 44.475	11/15/2005		A	2,920	11/15/2005	01/31/2010	Common Stock	2,920
Stock Option	\$ 40.4063	11/15/2005		M	20,284	02/21/1999	03/14/2007	Common Stock	20,284
Stock Option	\$ 44.475	11/15/2005		A	19,188	11/15/2005	03/14/2007	Common Stock	19,188
Stock Option	\$ 40.9063	11/15/2005		M	7,795	05/11/1998	03/14/2007	Common Stock	7,795
Stock Option	\$ 44.475	11/15/2005		A	7,426	11/15/2005	03/14/2007	Common Stock	7,426

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARRIS ALAN F PO BOX 3599 BATTLE CREEK, MI 49016-3599			Executive Vice President	

Signatures

James K. Markey,
Attorney-in-Fact

11/17/2005

__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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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