

JENNESS JAMES M
Form 5
February 14, 2006

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
JENNESS JAMES M

2. Issuer Name and Ticker or Trading Symbol
KELLOGG CO [K]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board and CEO / Co-Trustee-Trust holds>10%

PO BOX 3599

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

6. Individual or Joint/Group Reporting

(check applicable line)

(Street)

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

BATTLECREEK, MI 49016-3599

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock | 12/31/2005 | Â | J(2) | 215.004 A \$ 0 | 9,181.063 | I | Held in Trust |
| Common Stock | 12/31/2005 | Â | J(1) | 1,032.8655 A \$ 0 | 46,792.7864 (3) | D | Â |

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

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SEC 2270 (9-02)

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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. 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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Phantom Stock Units | \$ 0 | 12/31/2005 | Â | J ⁽⁵⁾ | 207.25 Â | Â (4) Â (4) | Common Stock | 207.25 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-----------------------------|
| | Director | 10% Owner | Officer | Other |
| JENNESS JAMES M PO BOX 3599 BATTLECREEK, MI 49016-3599 | Â X | Â | Â Chairman of the Board and CEO | Co-Trustee-Trust holds >10% |

Signatures

James K. Markey,
Attorney-in-Fact

02/13/2006

__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) Shares acquired under a Dividend Reinvestment Plan in 2005.
- (2) Shares acquired under the Company's Dividend Reinvestment Plan in 2005.
- (3) Includes shares acquired under the Company's 2002 Employee Stock Purchase Plan in 2005.
- (4) 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.
- (5) Reflects dividend equivalents from automatic reinvestment of dividends.

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