

KELLOGG CO
Form 4
March 04, 2005

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CLARK CLESTEEN A

(Last) (First) (Middle)

PO BOX 3599

(Street)

BATTLE CREEK, MI 49016-3599

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/02/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)

Senior Vice President

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

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	03/02/2005		M		5,027	A	\$ 40.0938	38,519.765	D	
Common Stock	03/02/2005		F		4,746	D	\$ 44.33	33,773.765	D	
Common Stock	03/02/2005		M		7,916	A	\$ 37.555	41,689.765	D	
Common Stock	03/02/2005		F		7,208	D	\$ 44.33	34,481.765	D	
Common Stock	03/02/2005		M		2,650	A	\$ 36.035	37,131.765	D	

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Common Stock	03/02/2005	F	2,361	D	\$ 44.33	34,770.765	D
Common Stock	03/02/2005	M	8,243	A	\$ 36.035	43,013.765	D
Common Stock	03/02/2005	F	7,339	D	\$ 44.33	35,674.765	D
Common Stock	03/02/2005	M	8,170	A	\$ 36.035	43,844.765	D
Common Stock	03/02/2005	F	7,275	D	\$ 44.33	36,569.765	D
Common Stock	03/02/2005	M	9,900	A	\$ 30.18	46,469.765	D
Common Stock	03/02/2005	F	8,109	D	\$ 44.33	<u>38,360.765</u> (1)	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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 40.0938	03/02/2005		M		5,027		02/01/1999	03/15/2006	Common Stock	5,027
Stock Option	\$ 44.33	03/02/2005		A		4,746		03/02/2005	03/15/2006	Common Stock	4,746
Stock Option	\$ 37.555	03/02/2005		M		7,916		02/04/2004	02/16/2011	Common Stock	7,916
Stock Option	\$ 44.33	03/02/2005		A		7,208		03/02/2005	02/16/2011	Common Stock	7,208
Stock Option	\$ 36.035	03/02/2005		M		2,650		04/25/2002	01/04/2009	Common Stock	2,650

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Stock Option	\$ 44.33	03/02/2005	A	2,361	03/02/2005	01/04/2009	Common Stock	2,361
Stock Option	\$ 36.035	03/02/2005	M	8,243	04/25/2002	01/31/2010	Common Stock	8,243
Stock Option	\$ 44.33	03/02/2005	A	7,339	03/02/2005	01/31/2010	Common Stock	7,339
Stock Option	\$ 36.035	03/02/2005	M	8,170	04/25/2002	02/16/2011	Common Stock	8,170
Stock Option	\$ 44.33	03/02/2005	A	7,275	03/02/2005	02/16/2011	Common Stock	7,275
Stock Option	\$ 30.18	03/02/2005	M	9,900	02/21/2004	02/21/2013	Common Stock	9,900
Stock Option	\$ 44.33	03/02/2005	A	8,109	03/02/2005	02/21/2013	Common Stock	8,109

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLARK CLESTEEN A PO BOX 3599 BATTLE CREEK, MI 49016-3599			Senior Vice President	

Signatures

James K. Markey,
Attorney-in-Fact
03/04/2005

__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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