

KELLOGG CO  
Form 8-K  
April 28, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**

**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): April 23, 2010**

**Kellogg Company**

**(Exact name of Registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**1-4171**  
**(Commission**

**File Number)**

**38-0710690**  
**(IRS Employer**

**Identification No.)**

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**One Kellogg Square Battle Creek, Michigan 49016-3599**

**(Address of Principal executive offices, including Zip Code)**

**(269) 961-2000**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

(a) On April 23, 2010, Kellogg Company held its Annual Meeting of Shareowners.

(b) Dr. Benjamin S. Carson, Sr., Gordon Gund, Dorothy A. Johnson, and Ann McLaughlin Korologos were re-elected for a three-year term. Three matters were voted on at the 2010 Annual Meeting: the re-election of the four directors described in (b) above; the ratification of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal 2010; and a Shareowner proposal to adopt simple majority vote. The final results of voting on each of the matters submitted to a vote of Shareowners are as follows.

1. Election of Directors	For	Withheld	Broker Non-Votes	
Benjamin Carson	300,963,626	3,195,050	27,492,624	
Gordon Gund	300,385,968	3,772,708	27,492,624	
Dorothy Johnson	301,770,028	2,388,648	27,492,624	
Ann McLaughlin Korologos	294,982,045	9,176,631	27,492,624	
	For	Against	Abstentions	
2. Ratification of independent registered public accounting firm	328,969,268	2,374,009	308,023	
	For	Against	Abstentions	Broker Non-Votes
3. Shareowner proposal to adopt simple majority vote	141,005,073	162,231,611	921,992	27,492,624

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**KELLOGG COMPANY**

/s/ Gary H. Pilnick

Name: Gary H. Pilnick

Title: Senior Vice President, General Counsel, Corporate  
Development and Secretary

Date: April 28, 2010