

KELLOGG CO
Form SC 13G/A
February 12, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)

Kellogg Company
(Name of Issuer)

Common Stock, \$0.25 par value per share
(Title of Class of Securities)

487836108
(CUSIP Number)

December 31, 2018
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule
pursuant to which this Schedule is filed:

X Rule 13d-1(b)
Rule 13d-1(c)
Rule 13d-1(d)

CUSIP 487836108

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1

Names of Reporting Persons

S.S. or I.R.S. Identification No. of above person

Northern Trust Corporation

36-2723087

The Northern Trust Company

36-1561860

2

Check the appropriate box if a member of a group

Not Applicable (a) []
(b) []

3

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S.E.C. use only

4

Citizenship or place of organization

Northern Trust Corporation - a Delaware corporation

Number of Shares Beneficially owned by Each Reporting Person with

5

Sole Voting Power

455,466

6

Shared Voting Power

68,115,782

7

Sole Dispositive Power

2,162,365

8

Shared Dispositive Power

66,384,108

9

Aggregate amount beneficially owned by each reporting person

68,583,715

10

Check box if the aggregate amount in Row (9) excludes certain shares.

11

Percent of class represented by amount in Row 9

19.8

12

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Type of reporting person

Northern Trust Corporation	HC
The Northern Trust Company	BK

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G UNDER THE SECURITIES EXCHANGE ACT OF 1934

Check the following box if a fee is being paid with statement [].

1. (a) Kellogg Company
 (Name of Issuer)

 (b) One Kellogg Sq, PO BOX 3599, Battle Creek MI 49016-3599
 (Address of Issuer's Principal Executive Office)
2. (a) Northern Trust Corporation
 (Name of Person Filing)

 (b) 50 South LaSalle Street, Chicago, Illinois 60603
 (Address of Person Filing)

 (c) Delaware Corporation
 (Citizenship)

 (d) Common Stock, \$0.25 par value per share
 (Title of Class of Securities)

 (e) 487836108
 (CUSIP Number)

3. This statement is being filed by Northern Trust Corporation as a Parent Holding Company in accordance with S240.13d-1(b) (1) (ii) (G).

4. (a) 68,583,715
 (Amount Beneficially Owned)

 (b) 19.8
 (Percent of Class)

 (c) Number of shares as to which such person has:

 (i) 455,466
 (Sole Power to Vote or to Direct the Vote)

 (ii) 68,115,782
 (Shared Power to Vote or to Direct the Vote)

 (iii) 2,162,365
 (Sole Power to Dispose or Direct Disposition)

 (iv) 66,384,108
 (Shared Power to Dispose or Direct Disposition)

5. If this statement is being filed to report the fact that as of the date

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hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following: []

6. Statement regarding ownership of 5 percent or more on behalf of another person:

The securities are beneficially owned by Northern Trust Corporation and its subsidiaries, such as The Northern Trust Company, in their various fiduciary capacities.

7. Parent Holding Company reporting on behalf of the following subsidiaries, all of which are banks as defined in Section 3(a) (6) of the Act:

The Northern Trust Company
50 South LaSalle Street
Chicago, IL 60603

8. Identification and Classification of Members of the Group.

Not Applicable.

9. Notice of Dissolution of Group.

Not Applicable.

10. By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

NORTHERN TRUST CORPORATION

By: Robert P Browne
As its Executive Vice President

DATED: 02-04-2019

EXHIBIT TO SCHEDULE 13G AMENDMENT
FILED BY NORTHERN TRUST CORPORATION

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, DC 20549-1004
Attention: Filing Desk, Stop 1-4

RE: Kellogg Company

Pursuant to the requirement of 240.13d-1(k) (1) (iii), this exhibit shall constitute our written agreement that the Schedule 13G Amendment to which this

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exhibit is attached is filed on behalf of Northern Trust Corporation and of its subsidiary(ies), as stated below, regarding our respective beneficial ownership in the above-captioned equity security.

NORTHERN TRUST CORPORATION

By: Robert P Browne
As its Executive Vice President

DATED: 02-04-2019

THE NORTHERN TRUST COMPANY

By: Robert P Browne
As its Executive Vice President