Edgar Filing: KELLOGG CO - Form 4

KELLOGG C	CO								
Form 4 February 08, 2	2005								
								OMB A	PPROVAL
FORM	UNITED	STATES		RITIES A			E COMMISSION	N OMB Number:	3235-0287
Check this if no longe subject to Section 16 Form 4 or Form 5	er STATEN 5.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Estimated burden hou response	urs per
Form 5 obligations may continue. See Instruction 1(b). 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 R	esponses)								
1. Name and Address of Reporting Person <u>*</u> GONZALEZ CLAUDIO X			2. Issuer Name and Ticker or Trading Symbol KELLOGG CO [K]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
BATTLE CR	REEK`, MI 4901	6-3599					Person	wore than one R	eporting
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned
	2. Transaction Date Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, Amount	(A) or of (D)	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)
Reminder: Repo	ort on a separate line	o for each cla	ass of sec	urities bene	Perso inforr requi	ons who re nation con red to resp ays a curre	or indirectly. spond to the colle tained in this form ond unless the for ently valid OMB co	n are not rm	SEC 1474 (9-02)

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			(Inst

	Derivative Security			(D)	(Instr. 3, 4,					
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	\$ 44.48	02/15/2005	А		309.16		(2)	(2)	Common Stock	309.16

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
GONZALEZ CLAUDIO X PO BOX 3599 BATTLE CREEK`, MI 49016-3599	Х					
Signatures						
James K. Markey, Attorney-in-Fact	02/08	3/2005				
**Signature of Reporting Person	Da	ite				

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 12/31/03.

(2) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. \$ 11.3989 10/20/199904/20/2009 Common Stock 4,620 4,620 D Option (Right to 07/07/200001/07/2010 Common Stock 20,790 20,790 D Option (Right to Buy) \$ 9.8238 Buy) \$ 10 06/21/200012/21/2010 Common Stock 27,300 27,300 D Option (Right to Buy) \$ 16 06/27/200112/27/2011 Common Stock 21,000 21,000 D Option (Right to Buy) \$ 18.619 06/17/200212/17/2012 Common Stock 16,590 16,590 D Option (Right to Buy) \$ 20.1714 06/16/200412/16/2013 Common Stock 15,750 15,750 D Option (Right to Buy) \$ 22.8095 06/14/200512/14/2014 Common Stock 25,095 D Option (Right to Buy) \$ 24.0667 07/17/200601/17/2016 Common Stock 31,500 31,500 D Option (Right to Buy) \$ 26.83 08/20/200702/20/2017 Common Stock 22,000 22,000 D

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
	Х		Chairman & CEO				

HEINTZMAN DAVID P 3019 POPPY WAY LOUISVILLE, KY 40206

Signatures

//David P. Heintzman

08/22/2007

<u>**</u>Signature of Reporting Person Date

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