

Banks Donna J  
 Form 4  
 November 10, 2004

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Banks Donna J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 PO BOX 3599

3. Date of Earliest Transaction (Month/Day/Year)  
 11/08/2004

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Senior Vice President

(Street)  
 BATTLE CREEK, MI 49016-3599

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/08/2004		M		\$ 1,200 24.219	A	(1) D
Common Stock	11/08/2004		F		\$ 880 44.22	D	(1) D
Common Stock	11/08/2004		M		\$ 44,200 27.425	A	(1) D
Common Stock	11/08/2004		F		\$ 34,271 44.22	D	(1) D
Common Stock	11/08/2004		M		\$ 2,616 30.135	A	(1) D

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Common Stock	11/08/2004	F	2,124	D	\$ 44.22	31,266.546 (1)	D
Common Stock	11/08/2004	M	2,506	A	\$ 30.18	33,772.546 (1)	D
Common Stock	11/08/2004	F	2,037	D	\$ 44.22	31,735.546 (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 Security (Instr. 3 and 4)	Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Stock Option	\$ 24.219	11/08/2004		M		1,200	01/31/2001	01/31/2010	Common Stock	1,200
Stock Option	\$ 44.22	11/08/2004		A	880		11/08/2004	01/31/2010	Common Stock	880
Stock Option	\$ 27.425	11/08/2004		M		44,200	02/16/2002	02/16/2011	Common Stock	44,200
Stock Option	\$ 44.22	11/08/2004		A	34,271		11/08/2004	02/16/2011	Common Stock	34,271
Stock Option	\$ 30.135	11/08/2004		M		2,616	08/07/2001	01/31/2010	Common Stock	2,616
Stock Option	\$ 44.22	11/08/2004		A	2,124		11/08/2004	01/31/2010	Common Stock	2,124
Stock Option	\$ 30.18	11/08/2004		M		2,506	02/21/2004	02/21/2013	Common Stock	2,506
Stock Option	\$ 44.22	11/08/2004		A	2,037		11/08/2004	02/21/2013	Common Stock	2,037

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Banks Donna J PO BOX 3599 BATTLE CREEK, MI 49016-3599			Senior Vice President	

## Signatures

James K. Markey,  
Attorney-in-Fact

11/10/2004

\_\_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 12/31/03.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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