

HARRIS ALAN F
Form 4
November 16, 2004

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HARRIS ALAN F

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)

P O BOX 3599

3. Date of Earliest Transaction
(Month/Day/Year)
11/12/2004

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

Executive Vice President

(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
Person

BATTLE CREEK, MI 49016-3599

(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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	11/12/2004		M		37,655	A	\$ 32.795	122,833.745 (1)
Common Stock	11/12/2004		F		31,704	D	\$ 44.755	91,129.745 (1)
Common Stock	11/12/2004		M		31,868	A	\$ 33.345	122,997.745 (1)
Common Stock	11/12/2004		F		27,063	D	\$ 44.755	95,934.745 (1)
Common Stock	11/12/2004		M		14,659	A	\$ 34.07	110,593.745 (1)

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Common Stock	11/12/2004	F	12,590	D	\$ 44.755	98,003.745 (1)	D
Common Stock	11/12/2004	M	4,505	A	\$ 34.07	102,508.745 (1)	D
Common Stock	11/12/2004	F	3,870	D	\$ 44.755	98,638.745 (1)	D
Common Stock	11/12/2004	M	21,120	A	\$ 34.07	119,758.745 (1)	D
Common Stock	11/12/2004	F	18,138	D	\$ 44.755	101,620.745 (1)	D
Common Stock	11/12/2004	M	2,760	A	\$ 34.625	104,380.745 (1)	D
Common Stock	11/12/2004	F	2,392	D	\$ 44.755	101,988.745 (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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 32.795	11/12/2004		M		37,665		05/02/2003	02/16/2011	Common Stock	37,665
Stock Option	\$ 44.755	11/12/2004		F		31,704		11/12/2004	02/16/2011	Common Stock	31,704
Stock Option	\$ 32.795	11/12/2004		M		31,868		02/19/2002	01/31/2010	Common Stock	31,868
Stock Option	\$ 44.755	11/12/2004		F		27,063		11/12/2004	01/31/2010	Common Stock	27,063
Stock Option	\$ 34.07	11/12/2004		M		14,659		08/19/2002	01/31/2010	Common Stock	14,659
Stock Option	\$ 44.755	11/12/2004		F		12,590		11/12/2004	01/31/2010	Common Stock	12,590

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Stock Option	\$ 34.07	11/12/2004	M	4,505	08/19/2002	02/16/2011	Common Stock	4,5
Stock Option	\$ 44.755	11/12/2004	F	3,870	11/12/2004	02/16/2011	Common Stock	3,8
Stock Option	\$ 34.07	11/12/2004	M	21,120	08/19/2002	01/31/2010	Common Stock	21,1
Stock Option	\$ 44.755	11/12/2004	F	18,138	11/12/2004	01/31/2010	Common Stock	18,1
Stock Option	\$ 34.625	11/12/2004	M	2,760	01/04/2000	01/04/2009	Common Stock	2,7
Stock Option	\$ 44.755	11/12/2004	F	2,392	11/12/2004	01/04/2009	Common Stock	2,3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARRIS ALAN F P O BOX 3599 BATTLE CREEK, MI 49016-3599			Executive Vice President	

Signatures

James K. Markey,
Attorney-in-Fact
11/16/2009

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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