

KELLOGG CO
Form 4
March 04, 2005

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 *
CLARK CLESTEEN A

(Last) (First) (Middle)

PO BOX 3599

(Street)

BATTLE CREEK, MI 49016-3599

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/02/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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 (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/02/2005		M		5,027	A	\$ 40.0938
Common Stock	03/02/2005		F		4,746	D	\$ 44.33
Common Stock	03/02/2005		M		7,916	A	\$ 37.555
Common Stock	03/02/2005		F		7,208	D	\$ 44.33
Common Stock	03/02/2005		M		2,650	A	\$ 36.035
							38,519.765
							33,773.765
							41,689.765
							34,481.765
							37,131.765

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Common Stock	03/02/2005	F	2,361	D	\$ 44.33	34,770.765	D
Common Stock	03/02/2005	M	8,243	A	\$ 36.035	43,013.765	D
Common Stock	03/02/2005	F	7,339	D	\$ 44.33	35,674.765	D
Common Stock	03/02/2005	M	8,170	A	\$ 36.035	43,844.765	D
Common Stock	03/02/2005	F	7,275	D	\$ 44.33	36,569.765	D
Common Stock	03/02/2005	M	9,900	A	\$ 30.18	46,469.765	D
Common Stock	03/02/2005	F	8,109	D	\$ 44.33	<u>38,360.765</u> (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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option	\$ 40.0938	03/02/2005		M		02/01/1999	03/15/2006	Common Stock	5,027
Stock Option	\$ 44.33	03/02/2005		A		03/02/2005	03/15/2006	Common Stock	4,746
Stock Option	\$ 37.555	03/02/2005		M		02/04/2004	02/16/2011	Common Stock	7,916
Stock Option	\$ 44.33	03/02/2005		A		03/02/2005	02/16/2011	Common Stock	7,208
Stock Option	\$ 36.035	03/02/2005		M		04/25/2002	01/04/2009	Common Stock	2,650

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Stock Option	\$ 44.33	03/02/2005	A	2,361	03/02/2005	01/04/2009	Common Stock	2,361
Stock Option	\$ 36.035	03/02/2005	M	8,243	04/25/2002	01/31/2010	Common Stock	8,243
Stock Option	\$ 44.33	03/02/2005	A	7,339	03/02/2005	01/31/2010	Common Stock	7,339
Stock Option	\$ 36.035	03/02/2005	M	8,170	04/25/2002	02/16/2011	Common Stock	8,170
Stock Option	\$ 44.33	03/02/2005	A	7,275	03/02/2005	02/16/2011	Common Stock	7,275
Stock Option	\$ 30.18	03/02/2005	M	9,900	02/21/2004	02/21/2013	Common Stock	9,900
Stock Option	\$ 44.33	03/02/2005	A	8,109	03/02/2005	02/21/2013	Common Stock	8,109

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLARK CLESTEEN A PO BOX 3599 BATTLE CREEK, MI 49016-3599			Senior Vice President	

Signatures

James K. Markey, 03/04/2005
 Attorney-in-Fact

**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 12/31/04.

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.