

KELLOGG CO  
Form 8-K  
April 25, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 20, 2012

**Kellogg Company**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**1-4171**  
(Commission

File Number)

**38-0710690**  
(IRS Employer

Identification No.)

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**One Kellogg Square Battle Creek, Michigan 49016-3599**

**(Address of Principal executive offices, including Zip Code)**

**(269) 961-2000**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ..  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

a) On April 20, 2012, Kellogg Company held its Annual Meeting of Shareowners.

b) Benjamin Carson, John Dillon, James Jenness and Donald Knauss were re-elected for a three-year term. Five matters were voted on at the 2012 Annual Meeting: the re-election of the four directors described in (b) above; an advisory resolution to approve executive compensation; the ratification of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2012; a Shareowner proposal to repeal the classified board; and a Shareowner proposal to adopt simple majority vote. The final results of voting on each of the matters submitted to a vote of Shareowners are as follows.

<b>1. Election of Directors</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>	
Benjamin Carson	276,771,349	3,464,513	31,074,683	
John Dillon	274,677,765	5,558,097	31,074,683	
James Jenness	270,791,267	9,444,595	31,074,683	
Donald Knauss	275,755,249	2,280,613	31,074,683	
<b>2. Advisory resolution to approve executive compensation</b>	<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
	271,154,232	7,988,369	1,093,261	31,074,683
<b>3. Ratification of independent registered public accounting firm</b>		<b>For</b>	<b>Against</b>	<b>Abstentions</b>
		308,918,351	2,049,552	342,642
<b>4. Shareowner proposal to repeal the classified board</b>	<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
	132,644,235	146,815,449	776,178	31,074,683
<b>5. Shareowner proposal to adopt simple majority vote</b>	<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
	117,339,540	162,152,121	744,201	31,074,683

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**KELLOGG COMPANY**

/s/ Gary H. Pilnick

Name: Gary H. Pilnick

Title: Senior Vice President, General Counsel, Corporate  
Development and Secretary

Date: April 25, 2012