

KELLOGG CO
Form 4
February 08, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GUTIERREZ CARLOS M

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)
02/04/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Former Chairman and CEO / Former Co-Trste-Trst holds>10%

(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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/04/2005		M		60,840	A	\$ 34.635
							377,661.585 <u>(1) (2)</u>
Common Stock	02/04/2005		S		60,840	D	\$ 44.4966
							316,821.585 <u>(1) (2)</u>
Common Stock	02/04/2005		M		80,000	A	\$ 34.625
							396,821.585 <u>(1) (2)</u>
Common Stock	02/04/2005		S		80,000	D	\$ 44.4966
							316,821.585 <u>(1) (2)</u>
Common Stock	02/04/2005		M		162,564	A	\$ 34.07
							479,385.585 <u>(1) (2)</u>

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Common Stock	02/04/2005	S	162,564	D	\$ 44.4966	316,821.585 (1) (2)	D
Common Stock	02/04/2005	M	96,596	A	\$ 33.385	413,417.585 (1) (2)	D
Common Stock	02/04/2005	S	96,596	D	\$ 44.4966	316,821.585 (1) (2)	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 34.635	02/04/2005		M	60,840	02/22/2003	02/22/2012	Common Stock	60,840
Stock Option	\$ 34.625	02/04/2005		M	80,000	01/04/2000	01/04/2009	Common Stock	80,000
Stock Option	\$ 34.07	02/04/2005		M	162,564	08/19/2002	02/16/2011	Common Stock	162,564
Stock Option	\$ 33.385	02/04/2005		M	96,596	08/27/2003	02/16/2011	Common Stock	96,596

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUTIERREZ CARLOS M P O BOX 3599 BATTLE CREEK, MI 49016-3599	X		Former Chairman and CEO	Former Co-Trste-Trst holds>10%

Signatures

James K. Markey,
Attorney-in-Fact

02/08/2005

 **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) Filer hereby disclaims beneficial ownership of shares held by the W. K. Kellogg Foundation Trust.
 - (2) 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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