KELLOGG CO
Form 424B5
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Registration Statement No. 333-72312

Prospectus Supplement
(To prospectus dated November 2, 2001)

$750,000,000
4.25% Senior Notes due 2013

The notes will mature on March 6, 2013. Interest on the notes is payable semi-annually on March 6 and September 6 of each year, beginning September 6, 2008. We may redeem some or all of the notes at any time and from time to time at the make whole redemption price described under the heading Description of the notes Optional redemption. If we experience a change of control repurchase event, we may be required to offer to purchase the notes from holders.

The notes will be our senior unsecured obligations, and will rank equally in right of payment with all of our other senior unsecured indebtedness from time to time outstanding.

Investing in the notes involves risks. See Risk factors beginning on page S-5 of this prospectus supplement.

Neither the Securities and Exchange Commission nor any other state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

	Price to public	**Discounts and Commissions**	**Proceeds, before expenses, to Kellogg**
Per Note	99.813%	0.350%	99.463%
Total	$748,597,500	$2,625,000	$745,972,500

Interest on the notes will accrue from March 6, 2008 to the date of delivery.

We expect to deliver the notes to investors in registered book-entry form through the facilities of The Depository Trust Company and its participants, including Clearstream and the Euroclear System, on or about March 6, 2008.

Joint Book-Running Managers

Banc of America Securities LLC **Citi**

Deutsche Bank Securities **HSBC**

BNP PARIBAS
Fifth Third Securities, Inc.
Fortis Securities
Lloyds TSB Bank
Mitsubishi UFJ Securities
Rabo Securities USA, Inc.
SOCIETE GENERALE

The Williams Capital Group, L.P.

March 3, 2008

No person has been authorized to give any information or to make any representations other than those contained in this prospectus supplement or the accompanying prospectus and, if given or made, such information or representations must not be relied upon as having been authorized. This prospectus supplement and the accompanying prospectus do not constitute an offer to sell or the solicitation of an offer to buy any securities other than the securities described in this prospectus supplement or an offer to sell or the solicitation of an offer to buy such securities in any circumstances in which such offer or solicitation is unlawful. Neither the delivery of this prospectus supplement or the accompanying prospectus nor any sale made hereunder or thereunder shall, under any circumstances, create any implication that there has been any change in the affairs of Kellogg since the date of this prospectus supplement or that the information contained herein or therein is correct as of any time subsequent to its date.

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Summary

This summary highlights information contained elsewhere or incorporated by reference in this prospectus supplement and the accompanying prospectus. This is not intended to be a complete description of the matters covered in this prospectus supplement and the accompanying prospectus and is subject to, and qualified in its entirety by reference to, the more detailed information and financial statements (including the notes thereto) included or incorporated by reference in this prospectus supplement and the accompanying prospectus. Unless otherwise specified or indicated by the context, Kellogg, we, us and our refer to Kellogg Company, its divisions and subsidiaries.

Kellogg Company

We are the world s leading producer of ready-to-eat cereal and a leading producer of convenience foods, including cookies, crackers, toaster pastries, cereal bars, fruit snacks, frozen waffles and veggie foods. Our products are manufactured in 18 countries and marketed in more than 180 countries around the world. Our products are manufactured primarily in company-owned facilities and are principally sold to the grocery trade through direct sales forces or food brokers for resale to consumers.

Our brands are well recognized around the world. We market our products under well-known registered trademarks, including *Kellogg s, Keebler, Pop-Tarts, Eggo, Cheez-It, Nutri-Grain, Rice Krispies, Murray, Austin, Morningstar Farms, Famous Amos* and *Kashi.* Our registered trademarks also include the brand names of many popular ready-to-eat cereals and convenience foods, including *Special K, All-Bran, Apple Jacks, Kellogg s Corn Flakes, Kellogg s Frosted Flakes, Froot Loops, Rice Krispies Treats,* and *Fudge Shoppe,* as well as animated cartoon characters, such as *Tony the Tiger, Snap!Crackle!Pop!, Dig Em, Toucan Sam* and *Ernie Elf.*

Kellogg Company was incorporated in Delaware in 1922. Our principal executive offices are located at One Kellogg Square, P.O. Box 3599, Battle Creek, Michigan 49016-3599 and our telephone number is (269) 961-2000.

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The offering

Issuer	Kellogg Company
Notes offered	$750,000,000 aggregate principal amount of 4.25% senior notes due 2013.
Maturity	March 6, 2013.
Interest	4.25% per year. Interest on the notes will accrue from March 6, 2008 and will be payable on March 6 and September 6 of each year, beginning on September 6, 2008.
Ranking	The notes will be our unsecured and unsubordinated obligations and will rank on parity with all of our other unsecured and unsubordinated indebtedness from time to time outstanding. The notes will be effectively subordinated to all liabilities of our subsidiaries, including trade payables. As of December 29, 2007, our subsidiaries had $110 million of indebtedness (including outstanding letters of credit).
Optional redemption	We may redeem the notes at our option, at any time in whole or from time to time in part, at a redemption price equal to the greater of: 100% of the principal amount of the notes being redeemed; and the sum of the present values of the remaining scheduled payments of principal and interest thereon (not including any portion of such payments of interest accrued as of the date of redemption), discounted to the date of redemption on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate (as defined below), plus 30 basis points. We will also pay the accrued and unpaid interest on the notes to the redemption date.
Change of control repurchase event	If we experience a Change of Control Repurchase Event (as defined in Description of the notes Repurchase upon change of control repurchase event), we will be required, unless we have exercised our right to redeem the notes, to offer to purchase the notes at a purchase price equal to 101% of their principal amount, plus accrued and unpaid interest.
Covenants	Under the indenture, we have agreed to certain restrictions on our ability to incur debt secured by liens and to enter into certain transactions. See Description of Debt Securities Certain Covenants, Sale and Leaseback, and Merger, Consolidation or Sale Assets in the accompanying prospectus.
Use of proceeds	We expect the net proceeds from the sale of the notes to be approximately $745.7 million, after deduction of expenses and underwriting discounts and commissions. We intend to use the net proceeds from the sale of the notes to repay a portion of our U.S. commercial paper indebtedness. As of December 29, 2007, our total U.S. commercial

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	paper balance of $1,434 million had a weighted average interest rate of 5.27% and a weighted average maturity of 30 days.
Additional notes	The indenture does not limit the amount of notes, debentures or other evidences of indebtedness that we may issue under the indenture and provides that notes, debentures or other evidences of indebtedness may be issued from time to time in one or more series.
Denomination and form	We will issue the notes in the form of one or more fully registered global notes registered in the name of the nominee of The Depository Trust Company, or DTC. Beneficial interests in the notes will be represented through book-entry accounts of financial institutions acting on behalf of beneficial owners as direct and indirect participants in DTC. Clearstream Banking, société anonyme and Euroclear Bank, S.A./N.V., as operator of the Euroclear System, will hold interests on behalf of their participants through their respective U.S. depositaries, which in turn will hold such interests in accounts as participants of DTC. Except in the limited circumstances described in this prospectus supplement, owners of beneficial interests in the notes will not be entitled to have notes registered in their names, will not receive or be entitled to receive notes in definitive form and will not be considered holders of notes under the indenture. The notes will be issued only in denominations of $2,000 and integral multiples of $1,000 in excess thereof.
Risk factors	You should carefully read and consider the information set forth in Risk factors beginning on page S-5 and the risk factors set forth in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 29, 2007 before investing in the notes.
Trustee	The Bank of New York Trust Company, N.A.

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Summary consolidated financial data

The summary consolidated financial data set forth below as of December 29, 2007, December 30, 2006, December 31, 2005, January 1, 2005 and December 27, 2003 and for each of the years in the five-year period ended December 29, 2007, have been derived from our audited financial statements. The following summary data should be read in conjunction with our consolidated financial statements and the related notes incorporated by reference in this prospectus supplement and the accompanying prospectus. Refer to Where you can find more information.

					Fiscal Year Ended
(Dollars in millions)	**Dec. 29, 2007**	**Dec. 30, 2006**	**Dec. 31, 2005**	**Jan. 1, 2005**	**Dec. 27, 2003**
Operating Trends					
Net Sales	$ 11,776	$ 10,907	$ 10,177	$ 9,614	$ 8,811
Gross Profit as a % of net sales	44.0%	44.2%	44.9%	44.9%	44.4%
Depreciation and amortization	372	353	392	410	373
Operating profit	1,868	1,766	1,750	1,681	1,544
Operating profit as a % of net sales	15.9%	16.2%	17.2%	17.5%	17.5%
Interest expense	319	307	300	309	371
Net earnings	1,103	1,004	980	891	787
Cash flow trends					
Net cash provided by operating activities	$ 1,503	$ 1,410	$ 1,143	$ 1,229	$ 1,171
Capital expenditures	(472)	(453)	(374)	(279)	(247)
Net cash provided from operating activities reduced by capital expenditures(a)	$ 1,031	$ 957	$ 769	$ 950	$ 924
Net cash used in investing activities	(601)	(445)	(415)	(270)	(219)
Net cash used in financing activities	(788)	(789)	(905)	(716)	(939)
Capital structure trends					
Total assets(b)	$ 11,397	$ 10,714	$ 10,575	$ 10,562	$ 9,914
Property, net	2,990	2,816	2,648	2,715	2,780
Short-term debt	1,955	1,991	1,195	1,029	899
Long-term debt	3,270	3,053	3,703	3,893	4,265
Shareholder s equity(b)	2,526	2,069	2,284	2,257	1,443

(a) We use this non-GAAP financial measure to focus management and investors on the amount of cash available for debt repayment, dividend distribution, acquisition opportunities, and share repurchase. It is computed by subtracting capital expenditures from net cash provided by operating activities, both of which amounts are shown in the table above.

(b) Kellogg adopted Statement of Financial Accounting Standards No. 158 Employers Accounting for Defined Benefit Pension and Other Postretirement Plans as of the end of its 2006 fiscal year. The standard generally requires company plan sponsors to reflect the net over- or under-funded position of a defined postretirement benefit plan as an asset or liability on the balance sheet. Accordingly, the 2006 balances associated with the identified captions within this summary were materially affected by the adoption of this standard. Refer to Note 1 of the Notes to our Consolidated Financial Statements in our Annual Report on Form 10-K for the fiscal year ended December 29, 2007, which are incorporated by reference in this prospectus supplement and the accompanying prospectus.

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Risk factors

An investment in the notes involves risks. Before deciding whether to purchase the notes, you should consider the risks discussed below or elsewhere in this prospectus supplement or the accompanying prospectus, including those set forth under the heading Special Note Regarding Forward-Looking Statements on page 3 of the accompanying prospectus, and in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 29, 2007 that we have incorporated by reference in this prospectus supplement and the accompanying prospectus. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also impair our business operations.

Any of the risks discussed below or elsewhere in this prospectus supplement, the accompanying prospectus or in our SEC filings incorporated by reference in this prospectus supplement and the accompanying prospectus, and other risks we have not anticipated or discussed, could have a material adverse impact on our business, financial condition or results of operations. In that case, our ability to pay interest on the notes when due or to repay the notes at maturity could be adversely affected, and the trading price of the notes could decline substantially.

We have a substantial amount of indebtedness, which could limit financing and other options and adversely affect our ability to make payments on the notes.

We have indebtedness that is substantial in relation to our shareholders equity. As of December 29, 2007, on a pro forma basis after giving effect to the issuance of the notes, we had total debt of approximately $5.225 billion and shareholders equity of $2.526 billion.

Our substantial indebtedness could have important consequences, including:

- impairing the ability to obtain additional financing for working capital, capital expenditure or general corporate purposes, particularly if the ratings assigned to our debt securities by rating organizations were revised downward;
- restricting our flexibility in responding to changing market conditions or making us more vulnerable in the event of a general downturn in economic conditions or our business;
- requiring a substantial portion of our cash flow from operations to be dedicated to the payment of principal and interest on our debt, reducing the funds available to us for other purposes such as expansion through acquisitions, marketing spending and expansion of our product offerings; and
- causing us to be more leveraged than some of our competitors, which may place us at a competitive disadvantage.

Our ability to make scheduled payments or to refinance our obligations with respect to indebtedness will depend on our financial and operating performance, which in turn is subject to prevailing economic conditions, the availability of, and interest rates on, short-term financing, and to financial, business and other factors beyond our control.

The notes are effectively subordinated to any secured obligations we may have outstanding and to the obligations of our subsidiaries.

Although the notes are unsubordinated obligations, they are effectively subordinated to any secured obligations we may have, to the extent of the assets that serve as security for those

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obligations. As of December 29, 2007, we had no secured debt (other than $7 million of capital lease obligations). However, since the notes are obligations exclusively of Kellogg Company, and are not guaranteed by our subsidiaries, the notes are also effectively subordinated to all liabilities of our subsidiaries, to the extent of their assets, since they are separate and distinct legal entities with no obligation to pay any amounts due under our indebtedness, including the notes, or to make any funds available to us, whether by paying dividends or otherwise, so that we can do so. Our subsidiaries are not prohibited from incurring additional debt or other liabilities, including senior indebtedness. If our subsidiaries were to incur additional debt or liabilities, our ability to pay our obligations on the notes could be adversely affected. As of December 29, 2007, our subsidiaries had $110 million of indebtedness (including outstanding letters of credit).

We may incur additional indebtedness.

The indenture governing the notes does not prohibit us from incurring additional indebtedness in the future. We are also permitted to incur additional secured indebtedness that would be effectively senior to the notes subject to the limitations described in the section entitled Description of Debt Securities Certain Covenants Limitations on Liens in the accompanying prospectus. The indenture governing the notes also permits unlimited additional borrowings by our subsidiaries that are effectively senior to the notes. In addition, the indenture does not contain any restrictive covenants limiting our ability to pay dividends or make any payments on junior or other indebtedness.

An active trading market may not develop for the notes.

The notes are a new issue of securities for which is there is currently no trading market. Although the underwriters have informed us that they currently intend to make a market in the notes after we complete the offering, they have no obligation to do so and may discontinue making a market at any time without notice. In addition, any market-making activity will be subject to the limits imposed by the federal securities laws, and may be limited during the offering of the notes.

If an active trading market does not develop or is not maintained, the market price and liquidity of the notes may be adversely affected. In that case, you may not be able to sell your notes at a particular time or you may not be able to sell your notes at a favorable price. The liquidity of any market for the notes will depend on a number of factors, including:

- the number of holders of the notes;
- our ratings published by major credit rating agencies;
- our financial performance;
- the market for similar securities;
- the interest of securities dealers in making a market in the notes; and
- prevailing interest rates.

We cannot assure you that an active market for the notes will develop or, if developed, that it will continue.

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Our credit ratings may not reflect all risks of an investment in the notes.

The notes will be rated by at least one nationally recognized statistical rating organization. The ratings of our notes will primarily reflect our financial strength and will change in accordance with the rating of our financial strength. Any rating is not a recommendation to purchase, sell or hold any particular security, including the notes. These ratings do not comment as to market price or suitability for a particular investor. In addition, ratings at any time may be lowered or withdrawn in their entirety. The ratings of the notes may not reflect the potential impact of all risks related to structure and other factors on any trading market for, or trading value of, your notes. Actual or anticipated changes or downgrades in our credit ratings, including any announcement that our ratings are under further review for a downgrade, could affect the market value of the notes and increase our corporate borrowing costs.

An increase in market interest rates could result in a decrease in the value of the notes.

In general, as market interest rates rise, notes bearing interest at a fixed rate generally decline in value because the premium, if any, over market interest rates will decline. Consequently, if you purchase fixed rate notes and market interest rates increase, the market value of your notes may decline. We cannot predict the future level of market interest rates.

We may not be able to repurchase the notes upon a change of control.

Upon the occurrence of a Change of Control Repurchase Event, unless we have exercised our right to redeem the notes, each holder of notes will have the right to require us to repurchase all or any part of such holder s notes at a price equal to 101% of their principal amount, plus accrued and unpaid interest, if any, to the date of purchase. If we experience a Change of Control Repurchase Event, there can be no assurance that we would have sufficient financial resources available to satisfy our obligations to repurchase the notes. Our failure to purchase the notes as required under the indenture governing the notes would result in a default under the indenture, which could have material adverse consequences for us and the holders of the notes. See Description of the notes Repurchase upon change of control repurchase event.

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Use of proceeds

We expect the net proceeds from the sale of the notes to be approximately $745.7 million, after deduction of expenses and underwriting discounts and commissions. We intend to use the net proceeds from the sale of the notes to repay a portion of our U.S. commercial paper indebtedness. As of December 29, 2007, our total U.S. commercial paper balance of $1,434 million had a weighted average interest rate of 5.27% and a weighted-average maturity of 30 days.

Ratio of earnings to fixed charges

The following table shows the unaudited consolidated ratio of earnings to fixed charges for Kellogg and its subsidiaries for the periods indicated:

	Fiscal Year Ended				
	December 29, 2007	**December 30, 2006**	**December 31, 2005**	**January 1, 2005**	**December 27, 2003**
Ratio of Earnings to Fixed Charges	5.2x	5.2x	5.2x	5.0x	3.9x

For purposes of the ratios of earnings to fixed charges, earnings consist of earnings before income taxes, plus fixed charges and the amortization of capitalized interest less interest capitalized. Fixed charges consist of interest expense, which includes debt issuance costs, capitalized interest, and one-third of rental expense, which we deem to be a reasonable estimate of the portion of our rental expense that is attributable to interest.

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Capitalization

The following table sets forth our cash and cash equivalents, short-term debt, long-term debt and shareholders equity as of December 29, 2007 and as adjusted to give effect to the sale of the notes offered hereby and the use of the net proceeds from the sale of the notes to repay a portion of our U.S. commercial paper indebtedness as described under Use of proceeds. The following information should be read in conjunction with our consolidated financial statements, including the notes thereto, which are incorporated by reference herein. Refer to Where you can find more information.

(Dollars in millions, except per share information)	Actual	At December 29, 2007 As adjusted
Cash and cash equivalents	$ 524	$ 524
Short-Term debt:		
Notes payable	$ 1,489	$ 743
Current maturities of long-term debt	466	466
Total short-term debt	$ 1,955	$ 1,209
Long-Term debt:		
6.60% Notes due 2011	$ 1,425	$ 1,425
7.45% Debentures due 2031	1,088	1,088
5.125% Notes due 2012	750	750
Notes offered hereby		749
Other	7	7
Total long-term debt	$ 3,270	$ 4,019
Shareholders equity:		
Common stock ($.25 par value per share)	$ 105	$ 105
Capital in excess of par value	388	388
Retained earnings	4,217	4,217
Treasury stock at cost	(1,357)	(1,357)
Accumulated other comprehensive income (loss)	(827)	(827)
Total shareholders equity	$ 2,526	$ 2,526

Total shareholders equity and long-term debt	$ 5,796	$ 6,545

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Description of the notes

As used in this section, Kellogg, we, us and our refer to Kellogg Company, the issuer of the notes.

The notes will be issued under an indenture, dated as of March 15, 2001, between Kellogg and The Bank of New York Trust Company, N.A. (successor to BNY Midwest Trust Company), as trustee, as supplemented by supplemental indenture No. 1, dated March 29, 2001 (which are referred to collectively as the indenture).

The following description of the particular terms of the notes offered by this prospectus supplement augments, and to the extent inconsistent replaces, the description of the general terms and provisions of the debt securities under Description of Debt Securities in the accompanying prospectus. The following discussion summarizes selected provisions of the indenture. Because this is only a summary, it is not complete and does not describe every aspect of the notes and the indenture. Whenever there is a reference to defined terms of the indenture, the defined terms are incorporated by reference, and the statement is qualified in its entirety by that reference.

A copy of the indenture can be obtained by following the instructions under the heading Where you can find more information in this prospectus supplement. You should read the indenture for provisions that may be important to you but which are not included in this summary.

General terms of the notes

The notes will mature on March 6, 2013, at 100% of their principal amount. The notes will be our unsecured and unsubordinated obligations and will rank on parity with all of our other unsecured and unsubordinated indebtedness from time to time outstanding. The notes will be effectively subordinated to all liabilities of our subsidiaries, including trade payables. As of December 29, 2007, our subsidiaries had $110 million of indebtedness (including outstanding letters of credit).

The indenture does not limit the amount of notes, debentures or other evidences of indebtedness that we may issue under the indenture and provides that notes, debentures or other evidences of indebtedness may be issued from time to time in one or more series.

We may from time to time, without giving notice to or seeking the consent of the holders of the notes, issue securities having the same ranking and the same interest rate, maturity and other terms as the notes other than issue date, issue price and the payment of interest accruing prior to the issue date of the additional notes. Any additional securities having such similar terms, together with the notes, will constitute a single series of securities under the indenture.

The notes will bear interest at the rate of 4.25% per year from March 6, 2008, payable semiannually in arrears on March 6 and September 6 of each year, commencing September 6, 2008 to the persons in whose names the notes were registered at the close of business on the immediately preceding February 15 and August 15, respectively (whether or not a business day). Interest on the notes will be computed on the basis of a 360-day year comprised of twelve 30-day months. Principal and interest will be payable, and the notes will be transferable or exchangeable, at the office or offices or agency maintained by us for this purpose. Payment of interest on the notes may be made at our option by check mailed to the registered holders.

Any payment otherwise required to be made in respect of notes on a date that is not a business day for the notes may be made on the next succeeding business day with the same force and effect as if made on that date. No additional interest shall accrue as a result of a delayed payment. A business day is defined in the indenture as a day other than a Saturday, Sunday or other day on which commercial banks in New York City are authorized or required by law to close.

The notes will be issued only in fully registered form without coupons in denominations of $2,000 or any whole multiple of $1,000. No service charge will be made for any transfer or exchange of the notes, but we may require payment of a sum sufficient to cover any tax or other governmental charge payable in connection with a transfer or exchange. The notes will be represented by one or more global securities registered in the name of a nominee of DTC. The notes will be available only in book entry form. Refer to Book-entry delivery and form.

We will initially appoint the trustee at its corporate trust office as a paying agent, transfer agent and registrar for the notes. We will cause each transfer agent to act as a co-registrar and will cause to be kept at the office of the registrar a register in which, subject to such reasonable regulations as we may prescribe, we will provide for the registration of the notes and registration of transfers of the notes. We may vary or terminate the appointment of any paying agent or transfer agent, or appoint additional or other such agents or approve any change in the office through which any such agent acts. We will provide you with notice of any resignation, termination or appointment of the trustee or any paying agent or transfer agent, and of any change in the office through which any such agent will act.

Optional redemption

The notes may be redeemed at our option, at any time in whole or from time to time in part. The redemption price for the notes to be redeemed on any redemption date will be equal to the greater of the following amounts:

- 100% of the principal amount of the notes being redeemed on the redemption date; or

- the sum of the present values of the remaining scheduled payments of principal and interest on the notes being redeemed on that redemption date (not including any portion of any payments of interest accrued to the redemption date) discounted to the redemption date on a semiannual basis at the Treasury Rate (as defined below), as determined by the Reference Treasury Dealer (as defined below), plus 30 basis points;

plus, in each case, accrued and unpaid interest on the notes to the redemption date. Notwithstanding the foregoing, installments of interest on the notes that are due and payable on interest payment dates falling on or prior to a redemption date will be payable on the interest payment date to the registered holders as of the close of business on the relevant record date according to the notes and the indenture. The redemption price will be calculated on the basis of a 360-day year consisting of twelve 30-day months.

We will mail notice of any redemption at least 30 days but not more than 60 days before the redemption date to each registered holder of the notes to be redeemed. Once notice of redemption is mailed, the notes called for redemption will become due and payable on the redemption date and at the applicable redemption price, plus accrued and unpaid interest to the redemption date.