

BOROMISA JEFFREY M
Form 4
May 11, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
BOROMISA JEFFREY 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)

3. Date of Earliest Transaction (Month/Day/Year)
05/09/2005

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

P. O. BOX 3599

(Street)

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

BATTLE CREEK, MI 49016

(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	05/09/2005		M		17,500	A	\$ 30.18
					65,832.69		19
Common Stock	05/09/2005		F		14,018	D	\$ 45.48
					51,814.69		19
Common Stock	05/09/2005		M		4,400	A	\$ 38.75
					56,215.69		19
Common Stock	05/09/2005		F		4,015	D	\$ 45.48
					52,199.69		19
Common Stock	05/09/2005		M		2,469	A	\$ 34.33
					54,668.69		19

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Common Stock	05/09/2005	F	2,112	D	\$ 45.48	<u>52,556.6919</u> (1)	D
Common Stock	05/09/2005	M	6,719	A	\$ 34.33	<u>59,275.6919</u> (1)	D
Common Stock	05/09/2005	F	5,745	D	\$ 45.48	<u>53,530.6919</u> (1)	D
Common Stock	05/09/2005	M	2,564	A	\$ 34.385	<u>56,094.6919</u> (1)	D
Common Stock	05/09/2005	F	2,195	D	\$ 45.48	<u>53,899.6919</u> (1)	D
Common Stock	05/09/2005	M	14,934	A	\$ 34.385	<u>68,833.6919</u> (1)	D
Common Stock	05/09/2005	F	12,780	D	\$ 45.48	<u>56,053.6919</u> (1)	D
Common Stock	05/09/2005	M	5,131	A	\$ 34.625	<u>61,184.6919</u> (1)	D
Common Stock	05/09/2005	F	4,408	D	\$ 45.48	<u>56,776.6919</u> (1)	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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)	8. Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 30.18	05/09/2005		M			17,500	02/21/2004	02/21/2013	Common Stock	17,500
Stock Option	\$ 45.48	05/09/2005		A			14,018	05/09/2005	02/21/2013	Common Stock	14,018
Stock Option	\$ 38.75	05/09/2005		M			4,400	03/15/1997	03/15/2006	Common Stock	4,400
Stock Option	\$ 45.48	05/09/2005		A			4,015	05/09/2005	03/15/2006	Common Stock	4,015

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Stock Option	\$ 34.33	05/09/2005	M	2,469	08/16/2002	01/31/2010	Common Stock	2,469
Stock Option	\$ 45.48	05/09/2005	A	2,112	05/09/2005	01/31/2010	Common Stock	2,112
Stock Option	\$ 34.33	05/09/2005	M	6,719	08/16/2002	02/16/2011	Common Stock	6,719
Stock Option	\$ 45.48	05/09/2005	A	5,745	05/09/2005	02/16/2011	Common Stock	5,745
Stock Option	\$ 34.385	05/09/2005	M	2,564	11/06/2003	01/31/2010	Common Stock	2,564
Stock Option	\$ 45.48	05/09/2005	A	2,195	05/09/2005	01/31/2010	Common Stock	2,195
Stock Option	\$ 34.385	05/09/2005	M	14,934	11/06/2003	02/16/2011	Common Stock	14,934
Stock Option	\$ 45.48	05/09/2005	A	12,780	05/09/2005	02/16/2011	Common Stock	12,780
Stock Option	\$ 34.625	05/09/2005	M	5,131	01/04/2000	01/04/2009	Common Stock	5,131
Stock Option	\$ 45.48	05/09/2005	A	4,408	05/09/2005	01/04/2009	Common Stock	4,408

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOROMISA JEFFREY M P. O. BOX 3599 BATTLE CREEK, MI 49016			SVP and CFO	

Signatures

James K Markey 05/11/2005

**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) 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.

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