KELLOGG CO

Form 4

February 14, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

02/10/2005

Stock

1. Name and GUTIERR	Symbo	2. Issuer Name and Ticker or Trading Symbol KELLOGG CO [K]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	,		/Day/Year)	005			(Check all applicable) _X_ Director 10% Owner _X_ Officer (give titleX_ Other (specify below)		
		4. If Amendment, Date Original Filed(Month/Day/Year)				Former Chairman and CEO / Former Co-Trste-Trst>10% 6. Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by One Reporting Person			
BATTLE (City)	CREEK, MI 4901 (State)	(7:n)	able I - Non	-Derivative	Secur	Pe	Form filed by Morrson ed, Disposed of, o	re than One Rep	orting
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3.		s Acq f (D)	uired (A) or	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)
Common Stock	02/10/2005		M	376,250	A	\$ 38.925	693,071.585	D	
Common	02/10/2005		S	376.250	D	\$	316 821 585	D	

376,250 D

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

S

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316,821.585 D

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		D)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Option	\$ 38.925	02/10/2005		M		376,250	02/07/2005	02/20/2014	Common Stock	376,25

Relationships

Reporting Owners

Reporting Owner Name / Address				•
	Director	10% Owner	Officer	Other

GUTIERREZ CARLOS M

P O BOX 3599 X Former Chairman and CEO Former Co-Trste-Trst>10%

BATTLE CREEK, MI 49016-3599

Signatures

James K. Markey, Attorney-in-Fact 02/14/2005

**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).

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.

Reporting Owners 2