

KELLOGG CO  
Form 8-K  
April 28, 2010

**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 23, 2010

**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 23, 2010, Kellogg Company held its Annual Meeting of Shareowners.

(b) Dr. Benjamin S. Carson, Sr., Gordon Gund, Dorothy A. Johnson, and Ann McLaughlin Korologos were re-elected for a three-year term. Three matters were voted on at the 2010 Annual Meeting: the re-election of the four directors described in (b) above; the ratification of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal 2010; 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<br/>Non-Votes</b> |                             |
|---|-------------|-----------------|-----------------------------|-----------------------------|
| Benjamin Carson   | 300,963,626 | 3,195,050       | 27,492,624                  |                             |
| Gordon Gund   | 300,385,968 | 3,772,708       | 27,492,624                  |                             |
| Dorothy Johnson   | 301,770,028 | 2,388,648       | 27,492,624                  |                             |
| Ann McLaughlin Korologos  | 294,982,045 | 9,176,631       | 27,492,624                  |                             |
|   | <b>For</b>  | <b>Against</b>  | <b>Abstentions</b>          |                             |
| <b>2. Ratification of independent registered public accounting firm</b> | 328,969,268 | 2,374,009       | 308,023                     |                             |
|   | <b>For</b>  | <b>Against</b>  | <b>Abstentions</b>          | <b>Broker<br/>Non-Votes</b> |
| <b>3. Shareowner proposal to adopt simple majority vote</b>             | 141,005,073 | 162,231,611     | 921,992                     | 27,492,624                  |

**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 28, 2010