

KELLOGG CO
Form 4
March 07, 2005

FORM 4

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

OMB APPROVAL

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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 *
MONTIE JEFFREY W

(Last) (First) (Middle)

PO BOX 3599

(Street)

BATTLE CREEK, MI 49016-3599

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
KELLOGG CO [K]

3. Date of Earliest Transaction (Month/Day/Year)
03/03/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/03/2005		M		28,050 A \$ 30.18	98,201.071	D
Common Stock	03/03/2005		F		22,740 D \$ 44.39	75,461.071	D
Common Stock	03/03/2005		M		3,343 A \$ 33.385	78,804.071	D
Common Stock	03/03/2005		F		2,854 D \$ 44.39	75,950.071	D
Common Stock	03/03/2005		M		13,700 A \$ 34.625	89,650.071	D

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Common Stock	03/03/2005	F	11,919	D	\$ 44.39	77,731.071	D
Common Stock	03/03/2005	M	4,600	A	\$ 38.75	82,331.071	D
Common Stock	03/03/2005	F	4,255	D	\$ 44.39	78,076.071	D
Common Stock	03/03/2005	M	9,664	A	\$ 34.635	87,740.071	D
Common Stock	03/03/2005	F	8,409	D	\$ 44.39	79,331.071	D

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

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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. 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 30.18	03/03/2005		M			28,050	02/21/2004	02/21/2013	Common Stock	28,050
Stock Option	\$ 44.39	03/03/2005		A			22,740	03/03/2005	02/21/2013	Common Stock	22,740
Stock Option	\$ 33.385	03/03/2005		M			3,343	08/27/2003	01/31/2010	Common Stock	3,343
Stock Option	\$ 44.39	03/03/2005		A			2,854	03/03/2005	01/31/2010	Common Stock	2,854
Stock Option	\$ 34.625	03/03/2005		M			13,700	01/04/2000	01/04/2009	Common Stock	13,700
Stock Option	\$ 44.39	03/03/2005		A			11,919	03/03/2005	01/04/2009	Common Stock	11,919
Stock Option	\$ 38.75	03/03/2005		M			4,600	03/15/1997	03/15/2006	Common Stock	4,600
Stock Option	\$ 44.39	03/03/2005		A			4,255	03/03/2005	03/15/2006	Common Stock	4,255

Stock Option	\$ 34.635	03/03/2005		M	9,664	02/22/2003	02/22/2012	Common Stock	9,6
Stock Option	\$ 44.39	03/03/2005		A	8,409	03/03/2005	02/22/2012	Common Stock	8,4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MONTIE JEFFREY W PO BOX 3599 BATTLE CREEK, MI 49016-3599			Executive Vice President	

Signatures

James K. Markey,
Attorney-in-Fact

03/07/2005

__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.

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