

GUTIERREZ CARLOS M
 Form 4
 February 15, 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 *
GUTIERREZ CARLOS 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)
P O BOX 3599

3. Date of Earliest Transaction (Month/Day/Year)
02/11/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Former Chairman and CEO / Former Co-Trste-Trst holds>10%

(Street)
BATTLE CREEK, MI 49016-3599

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/11/2005 | | M | 84,500 | A \$ 30.18 | 408,994.702 | D |
| Common Stock | 02/11/2005 | | S | 84,500 | D \$ 45.0404 | 324,494.702 | D |
| Common Stock | 02/11/2005 | | S | 22,558 | D \$ 45.091 | 301,936.702 | D |
| Common Stock | 02/14/2005 | | M | 108,400 | A \$ 30.18 | 410,336.702 | D |
| Common Stock | 02/14/2005 | | S | 108,400 | D \$ 45.0179 | 301,936.702 | D |

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

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(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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Stock Option | \$ 30.18 | 02/11/2005 | | M | 84,500 | 02/21/2004 04/21/2005 | Common Stock | 84,500 | |
| Stock Option | \$ 30.18 | 02/14/2005 | | M | 108,400 | 02/21/2004 04/21/2005 | Common Stock | 108,400 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| GUTIERREZ CARLOS M P O BOX 3599 BATTLE CREEK, MI 49016-3599 | X | | Former Chairman and CEO | Former Co-Trste-Trst holds>10% |

Signatures

James K. Markey,
Attorney-in-Fact

02/15/2005

**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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