

KELLOGG CO

Form 4

March 07, 2005

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(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
____X____ Officer (give title below) ____ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Beneficial Ownership (Instr. 4)
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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(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)
				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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