

KELLOGG CO

Form 4

November 15, 2004

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 *
GUND GORDON

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)

PO BOX 3599

3. Date of Earliest Transaction
(Month/Day/Year)
11/11/2004

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

BATTLECREEK, MI 49016-3599

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/11/2004		M		2,856	A	\$ 41.81	15,663	D
Common Stock	11/11/2004		F		2,687	D	\$ 44.45	12,976	D
Common Stock	11/11/2004		M		3,146	A	\$ 41.81	16,122	D
Common Stock	11/11/2004		F		2,960	D	\$ 44.45	13,162	D
Common Stock	11/11/2004		M		3,681	A	\$ 41.81	16,843	D
	11/11/2004		F		3,463	D		13,380	D

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Common Stock						\$ 44.45		
Common Stock	11/11/2004		M	3,910	A	\$ 41.81	17,290	D
Common Stock	11/11/2004		F	3,678	D	\$ 44.45	13,612	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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 41.81	11/11/2004		M		2,856		05/11/2004	04/28/2010	Common Stock	856
Stock Option	\$ 44.45	11/11/2004		F		2,687		11/11/2004	04/28/2010	Common Stock	2,687
Stock Option	\$ 41.81	11/11/2004		M		3,146		05/11/2004	01/31/2011	Common Stock	3,146
Stock Option	\$ 44.45	11/11/2004		F		2,960		11/11/2004	01/31/2011	Common Stock	2,960
Stock Option	\$ 41.81	11/11/2004		M		3,681		05/11/2004	01/31/2012	Common Stock	3,681
Stock Option	\$ 44.45	11/11/2004		F		3,463		11/11/2004	01/31/2012	Common Stock	3,463
Stock Option	\$ 41.81	11/11/2004		M		3,910		05/11/2004	01/31/2013	Common Stock	3,910
Stock Option	\$ 44.45	11/11/2004		F		3,678		11/11/2004	01/31/2013	Common Stock	3,678

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUND GORDON PO BOX 3599 BATTLECREEK, MI 49016-3599	X			

Signatures

James K. Markey,
Attorney-in-Fact

11/15/2004

__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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