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KELLOGG CO Form 4											
May 06, 2005	_										
FORM 4	LINITED	STATES	SECU	DITIES /		FV(COMMISSIO	A.T.	APPROVAL	
	UNITED	SIAIES		shington					Number:	3235-028	
Check this bo if no longer subject to Section 16. Form 4 or Form 5	STATEN			SECUI	RITI	ES		WNERSHIP OF	Estimated burden ho response.	urs per	5
obligations may continue <i>See</i> Instructio 1(b).	Section 17((a) of the l	Public U		lding	Com	pany Act	of 1935 or Secti			
(Print or Type Resp	onses)										
1. Name and Addree GUND GORDO		Person <u>*</u>	Symbol	er Name an o OGG CO		ter or T	Frading	5. Relationship Issuer	of Reporting Pe	rson(s) to	
								(Che	eck all applicab	le)	
(Last) P. O. BOX 3599	. , .	Middle)		of Earliest T Day/Year) 2005	`ransac	ction		X Director Officer (giv below)		% Owner her (specify	
	(Street)			endment, D onth/Day/Yea		riginal		6. Individual or Applicable Line) _X_Form filed by	One Reporting I	Person	
BATTLE CREE	EK, MI 4901	5						Person	More than One F	Reporting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Deriva	ative S	Securities A	cquired, Disposed	of, or Beneficia	ally Owned	
	ransaction Date nth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	onAcqu Disp (Inst	osed c r. 3, 4	A) or	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)	
Reminder: Report o	on a separate line	e for each cl	ass of sec	urities bene		-		-	otion of	SEC 1474	
					in re di	nform equire	ation cont ed to respo /s a currei	pond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Securi
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(Instr.

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	Derivative Security				(A) or Dispose (D) (Instr. 3 and 5)						
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	\$ 43.61	05/12/2005	A		45.86		<u>(1)</u>	<u>(1)</u>	Common Stock	45.86	\$
Phantom Stock Units	\$ 44.71	05/16/2005	А		503.3		<u>(1)</u>	<u>(1)</u>	Common Stock	503.3	\$

Reporting Owners

Reporting Owner Name / Addres	s	Relationships							
	Director	10% Owner	Officer	Other					
GUND GORDON P. O. BOX 3599 BATTLE CREEK, MI 49016	X								
Signatures									
James K. Markey	05/06/2005								
**Signature of	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).
- (1) According to the terms of the amended Kellogg Company Deferred Compensation Plan for Non-Employee Directors, the final value of the phantom stock units is to be determined as of the time of the reporting person's retirement and may be paid in cash or stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Person