

KELLOGG CO  
Form 8-K  
May 05, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 29, 2011

**Kellogg Company**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-4171**  
(Commission  
File Number)

**38-0710690**  
(IRS Employer  
Identification No.)

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**One Kellogg Square Battle Creek, Michigan 49016-3599**

**(Address of Principal executive offices, including Zip Code)**

**(269) 961-2000**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

a) On April 29, 2011, Kellogg Company held its Annual Meeting of Shareowners.

b) John Bryant, Rogelio Rebolledo, Sterling Speirn and John Zabriskie were re-elected for a three-year term. Seven matters were voted on at the 2011 Annual Meeting: the re-election of the four directors described in (b) above; approval of the Kellogg Company Senior Executive Annual Incentive Plan; an advisory vote on executive compensation; an advisory vote on the frequency of an advisory vote on executive compensation; the ratification of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal 2011; a Shareowner proposal to adopt simple majority vote; and a Shareowner proposal to adopt majority voting for the election of directors. The final results of voting on each of the matters submitted to a vote of Shareowners are as follows.

| <b>1. Election of Directors</b> | <b>For</b>  | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|---------------------------------|-------------|-----------------|-------------------------|
| John Bryant                     | 286,962,429 | 2,626,384       | 30,647,966              |
| Rogelio Rebolledo               | 287,557,376 | 2,031,437       | 30,647,966              |
| Sterling Speirn                 | 287,472,236 | 2,116,577       | 30,647,966              |
| John Zabriskie                  | 283,236,863 | 6,351,950       | 30,647,966              |

|  | <b>For</b>  | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|--|-------------|----------------|--------------------|-------------------------|
| <b>2. Approval of the Kellogg Company Senior Executive Annual Incentive Plan</b> | 284,406,154 | 4,174,962      | 1,007,697          | 30,647,966              |

|   | <b>For</b>  | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|---|-------------|----------------|--------------------|-------------------------|
| <b>3. Advisory vote on executive compensation</b> | 281,583,468 | 6,638,984      | 1,366,361          | 30,647,966              |

|  | <b>1 Year</b> | <b>2 Years</b> | <b>3 Years</b> | <b>Abstentions</b> |
|--|---------------|----------------|----------------|--------------------|
| <b>4. Advisory vote on the frequency of an advisory vote on executive compensation</b> | 266,208,826   | 1,405,382      | 20,710,260     | 1,264,345          |

Consistent with a majority of the votes cast with respect to this proposal and with the recommendation of the Company's Board of Directors, Kellogg will hold a shareowner advisory vote on the compensation of Kellogg's named executive officers annually until the next required vote on the frequency of shareowner votes on the compensation of Kellogg's named executive officers as required pursuant to Section 14(A) of the Securities and Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder.

|   | <b>For</b>  | <b>Against</b> | <b>Abstentions</b> |
|---|-------------|----------------|--------------------|
| <b>5. Ratification of independent registered public accounting firm</b> | 318,391,152 | 1,516,341      | 329,286            |

  

|  | <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|--|------------|----------------|--------------------|-------------------------|
|  |            |                |                    |                         |

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|   |             |                |                    |                             |
|---|-------------|----------------|--------------------|-----------------------------|
| 6. Shareowner proposal to adopt simple majority vote                          | 125,198,269 | 163,427,810    | 962,734            | 30,647,966                  |
|   | <b>For</b>  | <b>Against</b> | <b>Abstentions</b> | <b>Broker<br/>Non-Votes</b> |
| 7. Shareowner proposal to adopt majority voting for the election of directors | 80,075,731  | 208,390,111    | 1,122,971          | 30,647,966                  |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**KELLOGG COMPANY**

/s/ Gary H. Pilnick

Name: Gary H. Pilnick

Title: Senior Vice President, General Counsel, Corporate  
Development and Secretary

Date: May 5, 2011