

HARRIS ALAN F
Form 4
May 16, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HARRIS ALAN F

(Last) (First) (Middle)

P. O. BOX 3599

(Street)

BATTLE CREEK, MI 49016

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
KELLOGG CO [K]

3. Date of Earliest Transaction (Month/Day/Year)
05/12/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/12/2005		M	48,100 A \$ 30.18	157,441.989 (1)	D	
Common Stock	05/12/2005		F	38,592 D \$ 45.33	118,849.989 (1)	D	
Common Stock	05/12/2005		M	43,240 A \$ 34.625	162,089.989 (1)	D	
Common Stock	05/12/2005		F	37,201 D \$ 45.33	124,888.989 (1)	D	
Common Stock	05/12/2005		M	47,479 A \$ 34.635	172,367.989 (1)	D	

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Common Stock 05/12/2005 F 40,854 D \$ 45.33 131,513.989₍₁₎ 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 30.18	05/12/2005		M		48,100	02/21/2004 02/21/2013	Common Stock	48,100
Stock Option	\$ 45.33	05/12/2005		F		38,592	05/12/2005 02/21/2013	Common Stock	38,592
Stock Option	\$ 34.625	05/12/2005		M		43,240	01/04/2000 01/04/2009	Common Stock	43,240
Stock Option	\$ 45.33	05/12/2005		F		37,201	05/12/2005 01/04/2009	Common Stock	37,201
Stock Option	\$ 34.635	05/12/2005		M		47,479	02/22/2003 02/22/2012	Common Stock	47,479
Stock Option	\$ 45.33	05/12/2005		F		40,854	05/12/2005 02/22/2012	Common Stock	40,854

Reporting Owners

Reporting Owner Name / Address	Relationships
HARRIS ALAN F P. O. BOX 3599 BATTLE CREEK, MI 49016	Director 10% Owner Officer Other Executive Vice President

Signatures

James K. Markey 05/16/2005

__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).
- (1) Does not include dividends reinvested after 12/31/04.

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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