

Edgar Filing: HARRIS ALAN F - Form 4

HARRIS ALAN F
Form 4
December 13, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations
may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

Harris	Alan	F.
(Last)	(First)	(Middle)
One Kellogg Square PO Box 3599		
	(Street)	
Battle Creek	MI	49016-3599
(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol

Kellogg Company (K)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

December 12, 2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer
(Check all applicable)

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

Executive Vice President

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7. Individual or Joint/Group Filing (Check applicable line)

- Form filed by one Reporting Person
- Form filed by more than one Reporting Person

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 Table I -- Non-Derivative Securities Acquired, Disposed of,
 or Beneficially Owned
 =====

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Price
		Code	V	Amount	(A) or (D)	
Common Stock	12/12/02	G		3,100	D	3
	12/12/02	G		3,100	A	

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Print or Type Response)

(Over)

FORM 4 (continued)

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

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1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Exer- cisable Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Title	Amount or Number of Shares
Stock Option	\$38.4375				12/4/96 1/20/05	Common Stock	6,982
Stock Option	\$38.75				3/15/97 3/15/06	Common Stock	33,000
Stock Option	\$35.0938				5/2/97 1/20/05	Common Stock	1,104
Stock Option	\$35.0938				5/2/97 1/21/04	Common Stock	8,696
Stock Option	\$44.0937				11/11/97 1/21/04	Common Stock	980
Stock Option	\$44.0937				11/11/97 1/29/03	Common Stock	3,950
Stock Option	\$43.9375				3/13/99 3/13/08	Common Stock	60,000
Stock Option	\$43.9375				3/13/99 3/13/08	Common Stock	4,570
Stock Option	\$40.9063				5/11/98 1/29/03	Common Stock	1,123
Stock Option	\$40.9063				5/11/98 1/20/05	Common Stock	5,609
Stock Option	\$40.9063				5/11/98 3/14/07	Common Stock	9,953
Stock Option	\$34.625				1/4/00 1/4/09	Common Stock	46,000
Stock Option	\$40.4063				2/2/99 3/14/07	Common Stock	20,284
Stock Option	\$34.8125				11/15/99 3/14/07	Common Stock	2,378
Stock Option	\$34.8125				7/31/01 1/20/05	Common Stock	8,467
Stock Option(2)	\$27.425				2/16/02 2/16/11	Common	108,051

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				Stock	
Stock Option	\$30	8/6/01	1/31/10	Common Stock	26,514
Stock Option	\$30	8/6/01	1/31/10	Common Stock	120
Stock Option	\$33.3450	2/19/02	1/31/10	Common Stock	31,868
Stock Option(3)	\$34.635	2/22/03	2/22/12	Common Stock	124,900
Stock Option	\$34.07	8/19/02	1/31/10	Common Stock	14,659
Stock Option	\$34.07	8/19/02	2/16/11	Common Stock	4,504
Stock Option	\$34.07	8/19/02	1/31/10	Common Stock	21,120

Explanation of Responses:

- (1) As of 12/31/01.
- (2) The option became exercisable in two equal annual installments beginning February 16, 2002.
- (3) The option becomes exercisable in two equal annual installments beginning February 22, 2003.

/s/ James K. Markey

December 13, 2002

**Signature of Reporting Person
James K. Markey, Attorney-in-fact

Date

** 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 provided is insufficient, see Instruction 6 for procedure.