

GUTIERREZ CARLOS M
Form 4
February 04, 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 *
GUTIERREZ CARLOS M

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)
P O BOX 3599

3. Date of Earliest Transaction (Month/Day/Year)
02/02/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board and CEO / Co-Trustee-Trust holds>10%

(Street)
BATTLE CREEK, MI 49016-3599

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 or Price		
Stock Option	02/02/2005		M		13,505 A \$ 43.9375	316,835.09 (1) (2)	D
Stock Option	02/02/2005		S		13,505 D \$ 44.706	316,821.585 (1) (2)	D
Stock Option	02/02/2005		M		70,000 A \$ 43.9375	386,821.585 (1) (2)	D
Stock Option	02/02/2005		S		70,000 D \$ 44.706	316,821.585 (1) (2)	D
Stock Option	02/02/2005		M		33,952 A \$ 41.96	350,773.585 (1) (2)	D

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Stock Option	02/02/2005	S	33,952	D	\$ 44.706	<u>316,821.585</u> <u>(1) (2)</u>	D
Stock Option	02/02/2005	M	54,126	A	\$ 41.96	<u>370,947.585</u> <u>(1) (2)</u>	D
Stock Option	02/02/2005	S	54,126	D	\$ 44.706	<u>316,821.585</u> <u>(1) (2)</u>	D
Stock Option	02/02/2005	M	7,342	A	\$ 41.96	<u>324,163.585</u> <u>(1) (2)</u>	D
Stock Option	02/02/2005	S	7,342	D	\$ 44.706	<u>316,821.585</u> <u>(1) (2)</u>	D
Stock Option	02/02/2005	M	32,563	A	\$ 41.96	<u>349,384.585</u> <u>(1) (2)</u>	D
Stock Option	02/02/2005	S	32,563	D	\$ 44.706	<u>316,821.585</u> <u>(1) (2)</u>	D
Stock Option	02/02/2005	M	93,746	A	\$ 41.96	<u>410,567.585</u> <u>(1) (2)</u>	D
Stock Option	02/02/2005	S	93,746	D	\$ 44.706	<u>316,821.585</u> <u>(1) (2)</u>	D
Stock Option	02/02/2005	M	143,408	A	\$ 41.96	<u>460,229.585</u> <u>(1) (2)</u>	D
Stock Option	02/02/2005	S	143,408	D	\$ 44.706	<u>316,821.585</u> <u>(1) (2)</u>	D
Stock Option	02/02/2005	M	3,037	A	\$ 40.4063	<u>319,858.585</u> <u>(1) (2)</u>	D
Stock Option	02/02/2005	S	3,037	D	\$ 44.706	<u>316,821.585</u> <u>(1) (2)</u>	D
Stock Option	02/02/2005	M	40,000	A	\$ 40.1875	<u>356,821.585</u> <u>(1) (2)</u>	D
Stock Option	02/02/2005	S	40,000	D	\$ 44.706	<u>316,821.585</u> <u>(1) (2)</u>	D
Stock Option	02/02/2005	M	10,398	A	\$ 39.305	<u>327,219.585</u> <u>(1) (2)</u>	D
Stock Option	02/02/2005	S	10,398	D	\$ 44.706	<u>316,821.585</u> <u>(1) (2)</u>	D
Stock Option	02/02/2005	M	198,737	A	\$ 39.305	<u>515,558.585</u> <u>(1) (2)</u>	D
Stock Option	02/02/2005	S	198,737	D	\$ 44.706	<u>316,821.585</u> <u>(1) (2)</u>	D
Stock Option	02/02/2005	M	32,328	A	\$ 39.305	<u>349,149.585</u> <u>(1) (2)</u>	D
	02/02/2005	S	32,328	D	\$ 44.706		D

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Stock Option						316,821.585		
						(1) (2)		
Stock Option	02/02/2005		M	19,160	A	\$ 34.635	335,981.585	D
							(1) (2)	
Stock Option	02/02/2005		S	19,160	D	\$ 44.706	316,821.585	D
							(1) (2)	
Stock Option	02/03/2005		M	470,000	A	\$ 34.635	786,821.585	D
							(1) (2)	
Stock Option	02/03/2005		S	470,000	D	\$ 44.2879	316,821.585	D
							(1) (2)	

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 of Number of Shares
Stock Option	\$ 43.9375	02/02/2005		M	13,505	03/13/1999	03/13/2008	Common Stock	13,505
Stock Option	\$ 43.9375	02/02/2005		M	70,000	03/13/1999	03/13/2008	Common Stock	70,000
Stock Option	\$ 41.96	02/02/2005		M	33,952	08/27/2004	02/16/2011	Common Stock	33,952
Stock Option	\$ 41.96	02/02/2005		M	54,126	08/27/2004	01/31/2011	Common Stock	54,126
Stock Option	\$ 41.96	02/02/2005		M	7,342	08/27/2004	01/31/2010	Common Stock	7,342
Stock Option	\$ 41.96	02/02/2005		M	32,563	08/27/2004	02/16/2011	Common Stock	32,563
Stock Option	\$ 41.96	02/02/2005		M	93,746	08/27/2004	01/31/2010	Common Stock	93,746
Stock Option	\$ 41.96	02/02/2005		M	143,408	08/27/2004	02/16/2011	Common Stock	143,408

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Instrument	Exercise Price	Grant Date	Term	Quantity	Expiration	Expiration	Common Stock	Quantity
Stock Option	\$ 40.4063	02/02/2005	M	3,037	02/21/1999	03/15/2006	Common Stock	3,037
Stock Option	\$ 40.1875	02/02/2005	M	40,000	06/23/1999	06/23/2008	Common Stock	40,000
Stock Option	\$ 39.305	02/02/2005	M	10,398	02/27/2004	02/16/2011	Common Stock	10,398
Stock Option	\$ 39.305	02/02/2005	M	198,737	02/27/2004	02/21/2013	Common Stock	198,737
Stock Option	\$ 39.305	02/02/2005	M	32,328	02/27/2004	01/31/2011	Common Stock	32,328
Stock Option	\$ 34.635	02/02/2005	M	19,160	02/22/2003	02/22/2012	Common Stock	19,160
Stock Option	\$ 34.635	02/03/2005	M	470,000	02/22/2003	02/22/2012	Common Stock	470,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUTIERREZ CARLOS M P O BOX 3599 BATTLE CREEK, MI 49016-3599	X		Chairman of the Board and CEO	Co-Trustee-Trust holds>10%

Signatures

James K. Markey,
Attorney-in-Fact

02/04/2005

**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) Filer hereby disclaims beneficial ownership of shares held by the W. K. Kellogg Foundation Trust.
- (2) Excludes dividends reinvested after 12/31/03.

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.