

KELLOGG CO  
Form 8-K  
April 28, 2010

**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 23, 2010

**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 23, 2010, Kellogg Company held its Annual Meeting of Shareowners.

(b) Dr. Benjamin S. Carson, Sr., Gordon Gund, Dorothy A. Johnson, and Ann McLaughlin Korologos were re-elected for a three-year term. Three matters were voted on at the 2010 Annual Meeting: the re-election of the four directors described in (b) above; the ratification of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal 2010; and a Shareowner proposal to adopt simple majority vote. 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>	
Benjamin Carson	300,963,626	3,195,050	27,492,624	
Gordon Gund	300,385,968	3,772,708	27,492,624	
Dorothy Johnson	301,770,028	2,388,648	27,492,624	
Ann McLaughlin Korologos	294,982,045	9,176,631	27,492,624	
	<b>For</b>	<b>Against</b>	<b>Abstentions</b>	
<b>2. Ratification of independent registered public accounting firm</b>	328,969,268	2,374,009	308,023	
	<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
<b>3. Shareowner proposal to adopt simple majority vote</b>	141,005,073	162,231,611	921,992	27,492,624

**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: April 28, 2010