

GUND GORDON
Form 4
May 13, 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 *
GUND GORDON

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)

3. Date of Earliest Transaction (Month/Day/Year)
05/11/2005

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

P.O. BOX 3599

(Street)

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

BATTLE CREEK, MI 49016

(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. 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/11/2005		M	2,687	A \$ 44.45	16,299 ⁽¹⁾	D
Common Stock	05/11/2005		F	2,643	D \$ 45.2	13,656 ⁽¹⁾	D
Common Stock	05/11/2005		M	2,960	A \$ 44.45	16,616 ⁽¹⁾	D
Common Stock	05/11/2005		F	2,911	D \$ 45.2	13,705 ⁽¹⁾	D
Common Stock	05/11/2005		M	3,463	A \$ 44.45	17,168 ⁽¹⁾	D
	05/11/2005		F	3,406	D \$ 45.2	13,762 ⁽¹⁾	D

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Common
Stock

Common Stock 05/11/2005 M 3,678 A \$ 44.45 17,440 ⁽¹⁾ D

Common Stock 05/11/2005 F 3,617 D \$ 45.2 13,823 ⁽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 Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Stock Option	\$ 44.45	05/11/2005		M	2,687	11/11/2004 04/28/2010	Common Stock	2,687
Stock Option	\$ 45.2	05/11/2005		A	2,643	05/11/2005 04/28/2010	Common Stock	2,643
Stock Option	\$ 44.45	05/11/2005		M	2,960	11/11/2004 01/31/2011	Common Stock	2,960
Stock Option	\$ 45.2	05/11/2005		A	2,911	05/11/2005 01/31/2011	Common Stock	2,911
Stock Option	\$ 44.45	05/11/2005		M	3,463	11/11/2004 01/31/2012	Common Stock	3,463
Stock Option	\$ 45.2	05/11/2005		A	3,406	05/11/2005 01/31/2012	Common Stock	3,406
Stock Option	\$ 44.45	05/11/2005		M	3,678	11/11/2004 01/31/2013	Common Stock	3,678
Stock Option	\$ 45.2	05/11/2005		A	3,617	05/11/2005 01/31/2013	Common Stock	3,617

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUND GORDON P.O. BOX 3599 BATTLE CREEK, MI 49016		X		

Signatures

James K.
Markey

05/13/2005

 **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 since 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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