JORNDT DANIEL L Fe

		OMB APPRO	OVAL
		OMB Number:	
		Expires: Jar Estimated average hours per respons	nuary 31, 200 e burden se0.
UNITED STAT	ES SECURITIES AND EXCH. Washington, DC 2054		
	FORM 4		
STATEMENT	OF CHANGES IN BENEFIC	IAL OWNERSHIP	
	on 16(a) of the Securi Public Utility Holding) of the Investment Co	g Company Act of 1	
_ Check this box if no l obligations may contin	onger subject to Section 1 (Form 5
(Print of Type Responses)			
(IIIIIe of Type Responses)			
Name and Address of Re	porting Person*		
1. Name and Address of Re Jorndt	L.	Daniel	
1. Name and Address of Re	L.		
1. Name and Address of Re Jorndt	L. (First)	(Middle)	
1. Name and Address of Re Jorndt (Last)	L. (First)		
1. Name and Address of Re Jorndt (Last) One Kellogg Square Battle Creek	L. (First) (Street)	(Middle)	
1. Name and Address of Re Jorndt (Last) One Kellogg Square Battle Creek	L. (First) (Street)	(Middle)	
1. Name and Address of Re Jorndt (Last) One Kellogg Square Battle Creek (City)	L. (First) (Street) MI (State)	(Middle) 49016-359	
1. Name and Address of Re Jorndt (Last) One Kellogg Square Battle Creek (City)	L. (First) (Street) MI (State) or Trading Symbol	(Middle) 49016-359	
1. Name and Address of Re Jorndt (Last) One Kellogg Square Battle Creek (City) 2. Issuer Name and Ticker Kellogg Com	L. (First) (Street) MI (State) or Trading Symbol	(Middle) 49016-359 (Zip)	99
1. Name and Address of Re Jorndt (Last) One Kellogg Square Battle Creek (City) 2. Issuer Name and Ticker Kellogg Com	L. (First) (Street) MI (State) or Trading Symbol Epany (K) Number of Reporting Pe	(Middle) 49016-359 (Zip)	99

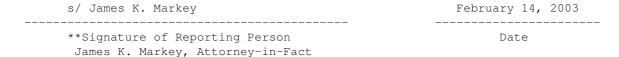
^{6.} Relationship of Reporting Person(s) to Issuer (Check all applicable)

X Director _ Officer (give	e title below)	_ 10% Owner tle below) _ Other (specify below)				
7. Individual or Join X Form Filed by	_					
Table I 1	Non-Derivative Some Beneficial Control of the Contr	ecurities Ac cially Owned	quired, Dispos	ed of,	=	
	2. Trans-	2A. Deemed Execution		4. Securities Acquire Disposed of (Disposed of (Instr. 3, 4 and 1997))	A) or
1. Title of Security (Instr. 3)	action Date	Date, if any	(Instr. 8) 	- Amount	(A) or (D)	Price
Common Stock						
=======================================		=======	========	.========	=====	======
FORM 4 (continued)						
Table II Derivative (e.g., puts	Securities Acqu	· -		_	_	

	Conversion or Exercise	Date	3A. Deemed Execut- ion Date if any (mm/dd/ yy)	Code (Instr. 8)	5. Number of Derivative Securities Acquired	s I (A) I	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
1. Title of Derivative Security					or Dispose of (D) (Instr. 3,					Amount or
					4 and 5)	I		Expira- tion Date		Number of Shares
Stock Option							8/22/02	2/22/12	Common Stock	850
Stock Option	\$32.695	1/31/03					7/31/03	1/31/13	Common Stock	5,000
Phantom Stocl	k\$31.53	2/12/03		A V					Common Stock	31.70(2

Explanation of Responses:

- (1) Excludes dividends after 12/31/02.
- (2) According to the terms of the amended Kellogg Company Deferred Compensation Plan for Non-Employee Directors, final value of phantom stock units is to be determined as of date of reporting person's retirement and may be paid in cash or stock.
- (3) Reflects fees.



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

- * If the form is filed by more than one reporting person, see Instruction $4\,\mathrm{(b)}\,\mathrm{(v)}$.
- ** 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 is insufficient, see Instruction 6 for procedure.

Page 2