

Banks Donna J
 Form 4
 November 10, 2004

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 *
 Banks Donna J

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)
 PO BOX 3599

3. Date of Earliest Transaction (Month/Day/Year)
 11/08/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior Vice President

(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 Ownership: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	11/08/2004		M		1,200 A \$ 24.219	21,725.546 (1)	D
Common Stock	11/08/2004		F		880 D \$ 44.22	20,845.546 (1)	D
Common Stock	11/08/2004		M		44,200 A \$ 27.425	65,045.546 (1)	D
Common Stock	11/08/2004		F		34,271 D \$ 44.22	30,774.546 (1)	D
Common Stock	11/08/2004		M		2,616 A \$ 30.135	33,390.546 (1)	D

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Common Stock	11/08/2004	F	2,124	D	\$ 44.22	31,266.546 (1)	D
Common Stock	11/08/2004	M	2,506	A	\$ 30.18	33,772.546 (1)	D
Common Stock	11/08/2004	F	2,037	D	\$ 44.22	31,735.546 (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 Security (Instr. 3 and 4)	Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Stock Option	\$ 24.219	11/08/2004		M		1,200	01/31/2001	01/31/2010	Common Stock	1,200
Stock Option	\$ 44.22	11/08/2004		A	880		11/08/2004	01/31/2010	Common Stock	880
Stock Option	\$ 27.425	11/08/2004		M		44,200	02/16/2002	02/16/2011	Common Stock	44,200
Stock Option	\$ 44.22	11/08/2004		A	34,271		11/08/2004	02/16/2011	Common Stock	34,271
Stock Option	\$ 30.135	11/08/2004		M		2,616	08/07/2001	01/31/2010	Common Stock	2,616
Stock Option	\$ 44.22	11/08/2004		A	2,124		11/08/2004	01/31/2010	Common Stock	2,124
Stock Option	\$ 30.18	11/08/2004		M		2,506	02/21/2004	02/21/2013	Common Stock	2,506
Stock Option	\$ 44.22	11/08/2004		A	2,037		11/08/2004	02/21/2013	Common Stock	2,037

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Banks Donna J PO BOX 3599 BATTLE CREEK, MI 49016-3599			Senior Vice President	

Signatures

James K. Markey,
Attorney-in-Fact

11/10/2004

__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) 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.
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