Edgar Filing: GUTIERREZ CARLOS M - Form 4

	Z CARLOS M										
Form 4 December 1	4,2004										
FORM	ЛЛ								PPROVAL	_	
	UNITED	STATES		RITIES A			COMMISSIO	N OMB Number:	3235-0)287	
Check th	cor							Expires:	January	/ 31, 2005	
subject t Section Form 4 o	if no longer subject to Section 16. Form 4 or								d average ours per e 0.5		
Form 5 obligations may continue.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 19401(b).30(h) of the Investment Company Act of 1940											
(Print or Type	Responses)										
1. Name and A GUTIERRI	2. Issuer Name and Ticker or Trading Symbol KELLOGG CO [K]			Trading	5. Relationship of Reporting Person(s) to Issuer						
(Last)	(First) (I	Middle)		of Earliest T			(Check all applicable)				
P O BOX 3	(Month/Day/Year) 12/10/2004				X Director 10% Owner X Officer (give titleX Other (specify below) below) Chairman of the Board / Co-Trustee-Trust holds>10%						
	4. If Amendment, Date Original			1	6. Individual or Joint/Group Filing(Check						
BATTLE CREEK, MI 49016-3599				Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
							Person				
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature o Indirect Beneficial Ownership (Instr. 4)		
Reminder: Rei	port on a separate line	for each cl	ass of sec	urities benet	ficially own	ned directly of	or indirectly.				
					Perso inforn requir	ns who rest nation cont ed to respo lys a curre	spond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		
	Tab					posed of, or convertible s	Beneficially Owner securities)	1			

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction of Derivative	Expiration Date	Underlying Securities	Deriva

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)			(Month/Day/Year)		(Instr. 3 and 4)		Securi (Instr.
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	\$ 43.44	12/10/2004		A	99.49		(1)	<u>(1)</u>	Common Stock	99.49	\$

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 5	Director	10% Owner	Officer	Other		
GUTIERREZ CARLOS M P O BOX 3599 BATTLE CREEK, MI 49016-3599	Х		Chairman of the Board	Co-Trustee-Trust holds>10%		
Signatures						
James K. Markey, Attorney-in-Fact	12/1	4/2004				
**Signature of Reporting Person	D	ate				

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) According to the terms of the Executive Compensation Deferral Plan, the final value of phantom stock units is to be determined as of the last day of a reporting person's employment and may be paid only in cash.

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.