

CLARK CLESTEEN A  
Form 4  
September 07, 2005

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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**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 \*  
CLARK CLESTEEN A

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)  
09/02/2005

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

SVP - Corporate Affairs

(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 49016-3599

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/02/2005		M		3,239	A	\$ 40.0938
							41,599.765 (1)
Common Stock	09/02/2005		F		3,026	D	\$ 45.185
							38,573.765 (1)
Common Stock	09/02/2005		M		5,292	A	\$ 41.92
							43,865.765 (1)
Common Stock	09/02/2005		F		5,069	D	\$ 45.185
							38,796.765 (1)
Common Stock	09/02/2005		M		18,232	A	\$ 41.92
							57,028.765 (1)

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Common Stock	09/02/2005	F	17,460	D	\$ 45.185	39,568.765 (1)	D
Common Stock	09/02/2005	M	8,275	A	\$ 41.92	47,843.765 (1)	D
Common Stock	09/02/2005	F	7,926	D	\$ 45.185	39,917.765 (1)	D
Common Stock	09/02/2005	M	6,232	A	\$ 43.9375	46,149.765 (1)	D
Common Stock	09/02/2005	F	6,132	D	\$ 45.185	40,017.765 (1)	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Stock Option	\$ 40.0938	09/02/2005		M			3,239	02/01/1999	03/15/2006	Common Stock	3,239
Stock Option	\$ 45.185	09/02/2005		A			3,026	09/02/2005	03/15/2006	Common Stock	3,026
Stock Option	\$ 41.92	09/02/2005		M			5,292	09/02/2004	01/04/2009	Common Stock	5,292
Stock Option	\$ 45.185	09/02/2005		A			5,069	09/02/2005	01/04/2009	Common Stock	5,069
Stock Option	\$ 41.92	09/02/2005		M			18,232	09/02/2004	02/22/2012	Common Stock	18,232
Stock Option	\$ 45.185	09/02/2005		A			17,460	09/02/2005	02/22/2012	Common Stock	17,460
Stock Option	\$ 41.92	09/02/2005		M			8,275	09/02/2004	02/21/2013	Common Stock	8,275
Stock Option	\$ 45.185	09/02/2005		A			7,926	09/02/2005	02/21/2013	Common Stock	7,926

