

KELLOGG CO
Form 4
May 18, 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 *
MACKAY A D DAVID

(Last) (First) (Middle)

P. O. BOX 3599

(Street)

BATTLE CREEK, MI 49016

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
KELLOGG CO [K]

3. Date of Earliest Transaction (Month/Day/Year)
05/16/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 | (D) | Price |
| Common Stock | 05/16/2005 | | M | | 74,086 | A | \$ 26.195 |
| | | | | | | | 221,743.9192 (1) |
| Common Stock | 05/16/2005 | | F | | 55,644 | D | \$ 45.23 |
| | | | | | | | 166,099.9192 (1) |
| Common Stock | 05/16/2005 | | M | | 82,591 | A | \$ 27.425 |
| | | | | | | | 248,690.9192 (1) |
| Common Stock | 05/16/2005 | | F | | 63,361 | D | \$ 45.23 |
| | | | | | | | 185,329.9192 (1) |

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

SEC 1474 (9-02)

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option | \$ 26.195 | 05/16/2005 | | M | 74,086 | 01/01/2004 03/26/2011 | Common Stock | 74,086 |
| Stock Option | \$ 45.23 | 05/16/2005 | | A | 55,644 | 05/16/2005 03/26/2011 | Common Stock | 55,644 |
| Stock Option | \$ 27.425 | 05/16/2005 | | M | 82,591 | 02/16/2002 02/16/2011 | Common Stock | 82,591 |
| Stock Option | \$ 45.23 | 05/16/2005 | | A | 63,361 | 05/16/2005 02/16/2011 | Common Stock | 63,361 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MACKAY A D DAVID P. O. BOX 3599 BATTLE CREEK, MI 49016 | X | | President and COO | |

Signatures

James K. Markey
05/16/2005
Date
Signature of Reporting Person

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 12/31/04.

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.