

KELLOGG CO
Form 5
February 14, 2005

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
GUTIERREZ CARLOS M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Former Chairman and CEO / Former Co-Trste-Trst holds>10%

P O BOX 3599

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

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

6. Individual or Joint/Group Reporting

(check applicable line)

BATTLE CREEK, MI 49016-3599

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock | 12/31/2004 | Â | J ⁽¹⁾ | 7,673.117 A \$ 0 | 324,494.702 (2) | D | Â |
| Common Stock | 12/31/2004 | Â | J ⁽³⁾ | 34.2614 A \$ 0 | 7,573.7514 | I | By 401(k) Profit Sharing Plan |
| Common Stock | 12/31/2004 | Â | J ⁽¹⁾ | 1,474.851 A \$ 0 | 61,942.321 | I | By Spouse in Trust |
| | 12/31/2004 | Â | J ⁽¹⁾ | 60.513 A \$ 0 | 2,541.498 | I | |

| | | | | | | | | | | |
|--------------|------------|---|------------------|---------|---|------|-----------|---|--|-------------------------------|
| Common Stock | | | | | | | | | | By Adult Child Living at Home |
| Common Stock | 12/31/2004 | Â | J ⁽¹⁾ | 121.026 | A | \$ 0 | 5,082.996 | I | | By Spouse as Custodian |

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

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SEC 2270 (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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Phantom Stock Units | \$ 0 | 12/31/2004 | Â | J ⁽⁴⁾ | 4 Â | Â ⁽⁵⁾ Â ⁽⁵⁾ | Common Stock | 4 ⁽⁵⁾ \$ 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| GUTIERREZ CARLOS M P O BOX 3599 BATTLE CREEK, MI 49016-3599 | Â X | Â | Â Former Chairman and CEO | Former Co-Trste-Trst holds>10% |

Signatures

James K. Markey,
Attorney-in-Fact
02/14/2005

__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) Shares acquired under the Company's Dividend Reinvestment Plan in 2004
- (2) Includes share acquired under the Company's 2002 Employee Stock Purchase Plan in 2004.
- (3) Shares increased to the filer's Company Stock Fund account under the Kellogg Company Savings and Investment Plan during 2004.
- (4) Reflects dividend equivalents from automatic reinvestment of dividends.
- (5) 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 provided 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.