

KELLOGG CO
Form 4
February 08, 2005

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

P O BOX 3599

(Street)

BATTLE CREEK, MI 49016-3599

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/04/2005

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 ☒ Other (specify
below) below)
Former Chairman and CEO / Former
Co-Trste-Trst holds>10%

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	(A) or (D)	Price
Common Stock	02/04/2005		M		60,840	A	\$ 34.635
							377,661.585 (1) (2)
Common Stock	02/04/2005		S		60,840	D	\$ 44.4966
							316,821.585 (1) (2)
Common Stock	02/04/2005		M		80,000	A	\$ 34.625
							396,821.585 (1) (2)
Common Stock	02/04/2005		S		80,000	D	\$ 44.4966
							316,821.585 (1) (2)
Common Stock	02/04/2005		M		162,564	A	\$ 34.07
							479,385.585 (1) (2)

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Common Stock	02/04/2005	S	162,564	D	\$ 44.4966	316,821.585 (1) (2)	D
Common Stock	02/04/2005	M	96,596	A	\$ 33.385	413,417.585 (1) (2)	D
Common Stock	02/04/2005	S	96,596	D	\$ 44.4966	316,821.585 (1) (2)	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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Stock Option	\$ 34.635	02/04/2005		M	60,840	02/22/2003 02/22/2012	Common Stock 60,840
Stock Option	\$ 34.625	02/04/2005		M	80,000	01/04/2000 01/04/2009	Common Stock 80,000
Stock Option	\$ 34.07	02/04/2005		M	162,564	08/19/2002 02/16/2011	Common Stock 162,564
Stock Option	\$ 33.385	02/04/2005		M	96,596	08/27/2003 02/16/2011	Common Stock 96,596

Reporting Owners

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

Signatures

James K. Markey,
Attorney-in-Fact

02/08/2005

__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) Filer hereby disclaims beneficial ownership of shares held by the W. K. Kellogg Foundation Trust.
 - (2) 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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