

BOROMISA JEFFREY M
Form 4
November 10, 2004

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BOROMISA JEFFREY M

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)

3. Date of Earliest Transaction (Month/Day/Year)
11/08/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr VP - CFO

P O BOX 3599

(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	11/08/2004		M	1,456 A \$ 38.9063	43,494.8591 (1)	D	
Common Stock	11/08/2004		F	1,354 D \$ 44.22	42,140.8591 (1)	D	
Common Stock	11/08/2004		M	9,705 A \$ 31.24	51,845.8591 (1)	D	
Common Stock	11/08/2004		F	8,021 D \$ 44.22	43,824.8591 (1)	D	
Common Stock	11/08/2004		M	14,044 A \$ 32.355	57,868.8591 (1)	D	

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Common Stock	11/08/2004	F	11,816	D	\$ 44.22	46,052.8591 (1)	D
Common Stock	11/08/2004	M	1,719	A	\$ 33.4375	47,771.8591 (1)	D
Common Stock	11/08/2004	F	1,472	D	\$ 44.22	46,299.8591 (1)	D
Common Stock	11/08/2004	M	4,450	A	\$ 34.33	50,749.8591 (1)	D
Common Stock	11/08/2004	F	3,862	D	\$ 44.22	46,887.8591 (1)	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 Security (Instr. 3 and 4)	Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 38.9063	11/08/2004		M			1,456	12/11/1995	01/20/2005	Common Stock	1,456
Stock Option	\$ 44.22	11/08/2004		A			1,354	11/08/2004	01/20/2005	Common Stock	1,354
Stock Option	\$ 31.24	11/08/2004		M			9,705	02/12/2002	01/31/2010	Common Stock	9,705
Stock Option	\$ 44.22	11/08/2004		A			8,021	11/08/2004	01/31/2010	Common Stock	8,021
Stock Option	\$ 32.355	11/08/2004		M			14,044	04/28/2003	02/16/2011	Common Stock	14,044
Stock Option	\$ 44.22	11/08/2004		A			11,816	11/08/2004	02/16/2011	Common Stock	11,816
Stock Option	\$ 33.4375	11/08/2004		M			1,719	03/14/1998	03/14/2007	Common Stock	1,719
Stock Option	\$ 44.22	11/08/2004		A			1,472	11/08/2004	03/14/2007	Common Stock	1,472

Stock Option	\$ 34.33	11/08/2004	M	4,450	08/16/2002	02/16/2011	Common Stock	4,4
Stock Option	\$ 44.22	11/08/2004	A	3,862	11/08/2004	02/16/2011	Common Stock	3,8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOROMISA JEFFREY M P O BOX 3599 BATTLE CREEK, MI 49016-3599			Sr VP - CFO	

Signatures

James K. Markey,
Attorney-in-Fact

11/10/2004

__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) 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. 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.