

GUTIERREZ CARLOS M  
Form 4  
February 04, 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 \*  
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)

(Last) (First) (Middle)  
P O BOX 3599

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman of the Board and CEO / Co-Trustee-Trust holds>10%

(Street)  
BATTLE CREEK, MI 49016-3599

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

(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 or Price		
Stock Option	02/02/2005		M		13,505 A \$ 43.9375	(1) (2)	D
Stock Option	02/02/2005		S		13,505 D \$ 44.706	(1) (2)	D
Stock Option	02/02/2005		M		70,000 A \$ 43.9375	(1) (2)	D
Stock Option	02/02/2005		S		70,000 D \$ 44.706	(1) (2)	D
Stock Option	02/02/2005		M		33,952 A \$ 41.96	(1) (2)	D

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Stock Option	02/02/2005	S	33,952	D	\$ 44.706	<u>316,821.585</u> <u>(1) (2)</u>	D
Stock Option	02/02/2005	M	54,126	A	\$ 41.96	<u>370,947.585</u> <u>(1) (2)</u>	D
Stock Option	02/02/2005	S	54,126	D	\$ 44.706	<u>316,821.585</u> <u>(1) (2)</u>	D
Stock Option	02/02/2005	M	7,342	A	\$ 41.96	<u>324,163.585</u> <u>(1) (2)</u>	D
Stock Option	02/02/2005	S	7,342	D	\$ 44.706	<u>316,821.585</u> <u>(1) (2)</u>	D
Stock Option	02/02/2005	M	32,563	A	\$ 41.96	<u>349,384.585</u> <u>(1) (2)</u>	D
Stock Option	02/02/2005	S	32,563	D	\$ 44.706	<u>316,821.585</u> <u>(1) (2)</u>	D
Stock Option	02/02/2005	M	93,746	A	\$ 41.96	<u>410,567.585</u> <u>(1) (2)</u>	D
Stock Option	02/02/2005	S	93,746	D	\$ 44.706	<u>316,821.585</u> <u>(1) (2)</u>	D
Stock Option	02/02/2005	M	143,408	A	\$ 41.96	<u>460,229.585</u> <u>(1) (2)</u>	D
Stock Option	02/02/2005	S	143,408	D	\$ 44.706	<u>316,821.585</u> <u>(1) (2)</u>	D
Stock Option	02/02/2005	M	3,037	A	\$ 40.4063	<u>319,858.585</u> <u>(1) (2)</u>	D
Stock Option	02/02/2005	S	3,037	D	\$ 44.706	<u>316,821.585</u> <u>(1) (2)</u>	D
Stock Option	02/02/2005	M	40,000	A	\$ 40.1875	<u>356,821.585</u> <u>(1) (2)</u>	D
Stock Option	02/02/2005	S	40,000	D	\$ 44.706	<u>316,821.585</u> <u>(1) (2)</u>	D
Stock Option	02/02/2005	M	10,398	A	\$ 39.305	<u>327,219.585</u> <u>(1) (2)</u>	D
Stock Option	02/02/2005	S	10,398	D	\$ 44.706	<u>316,821.585</u> <u>(1) (2)</u>	D
Stock Option	02/02/2005	M	198,737	A	\$ 39.305	<u>515,558.585</u> <u>(1) (2)</u>	D
Stock Option	02/02/2005	S	198,737	D	\$ 44.706	<u>316,821.585</u> <u>(1) (2)</u>	D
Stock Option	02/02/2005	M	32,328	A	\$ 39.305	<u>349,149.585</u> <u>(1) (2)</u>	D
	02/02/2005	S	32,328	D	\$ 44.706		D

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Stock Option						316,821.585	
						<u>(1)</u> <u>(2)</u>	
Stock Option	02/02/2005		M	19,160	A	\$ 34.635	335,981.585
							<u>(1)</u> <u>(2)</u>
Stock Option	02/02/2005		S	19,160	D	\$ 44.706	316,821.585
							<u>(1)</u> <u>(2)</u>
Stock Option	02/03/2005		M	470,000	A	\$ 34.635	786,821.585
							<u>(1)</u> <u>(2)</u>
Stock Option	02/03/2005		S	470,000	D	\$ 44.2879	316,821.585
							<u>(1)</u> <u>(2)</u>

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 Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Option	\$ 43.9375	02/02/2005		M	13,505	03/13/1999	03/13/2008	Common Stock	13,505
Stock Option	\$ 43.9375	02/02/2005		M	70,000	03/13/1999	03/13/2008	Common Stock	70,000
Stock Option	\$ 41.96	02/02/2005		M	33,952	08/27/2004	02/16/2011	Common Stock	33,952
Stock Option	\$ 41.96	02/02/2005		M	54,126	08/27/2004	01/31/2011	Common Stock	54,126
Stock Option	\$ 41.96	02/02/2005		M	7,342	08/27/2004	01/31/2010	Common Stock	7,342
Stock Option	\$ 41.96	02/02/2005		M	32,563	08/27/2004	02/16/2011	Common Stock	32,563
Stock Option	\$ 41.96	02/02/2005		M	93,746	08/27/2004	01/31/2010	Common Stock	93,746
Stock Option	\$ 41.96	02/02/2005		M	143,408	08/27/2004	02/16/2011	Common Stock	143,408

