PEREZ WILLIAM D

Form 4

December 14, 2004

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

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Check this box

obligations may continue. See Instruction

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(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * PEREZ WILLIAM D | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | |
|---|-----------|----------|--|--|--|--|
| a a a a a a a a a a a a a a a a a a a | | (MEAHa) | KELLOGG CO [K] | (Check all applicable) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | |
| | | | (Month/Day/Year) | _X_ Director 10% Owner | | |
| PO BOX 3599 | | | 12/10/2004 | Officer (give title below) Other (specify below) | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| | | | Filed(Month/Day/Year) | Applicable Line) | | |
| | | | | _X_ Form filed by One Reporting Person | | |
| BATTLE CRE | EEK, MI 4 | 9017 | | Form filed by More than One Reporting Person | | |
| | | | | 1 (1801) | | |

(State)

(Zip)

(City)

| (City) | (State) | (Zip) Tabl | e I - Non-E | Derivative | Secui | rities Acqu | ired, Disposed of | , or Beneficiall | y Owned |
|--------------------------------------|--------------------------------------|---|--|---------------------------------------|------------------------------|--------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactic Code (Instr. 8) | 4. Securi on(A) or D (Instr. 3, | ispose 4 and (A) or | d of (D) | 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) |
| Common Stock | 12/10/2004 | | M | 2,525 | A | \$ 23.875 | 3,913 | D | |
| Common Stock | 12/10/2004 | | F | 1,388 | D | \$ 43.435 | 2,525 | D | |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Transactic Code (Instr. 8) | 5. Number of tionDerivative Securities) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ivative Expiration Date urities (Month/Day/Year) quired (A) or posed of (D) | | 7. Title and Amount o Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|--|---|-------|---|--------------------|--|--|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 23.875 | 12/10/2004 | | M | | 2,525 | 10/28/2000 | 04/28/2010 | Common Stock | 2,525 |
| Stock Option | \$ 43.435 | 12/10/2004 | | A | 1,388 | | 12/10/2004 | 04/28/2010 | Common Stock | 1,388 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| • | Director | 10% Owner | Officer | Other | | | |
| PEREZ WILLIAM D PO BOX 3599 BATTLE CREEK, MI 49017 | X | | | | | | |

Signatures

James K. Markey, Attorney-in-Fact

**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).

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.

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