

KELLOGG W K FOUNDATION
 Form 4
 December 02, 2005

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 *
 KELLOGG W K FOUNDATION TRUST

(Last) (First) (Middle)

THE BANK OF NEW YORK, ONE WALL STREET - 19TH FLOOR

(Street)

NEW YORK, NY 10286

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 12/01/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	12/01/2005		S	5,700 D \$ 44.5016	110,008,173 (1)	D (1)	
Common Stock					579,800 (2)	I (2)	See Foot Note (2)

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

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SEC 1474 (9-02)

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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. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLOGG W K FOUNDATION TRUST THE BANK OF NEW YORK ONE WALL STREET - 19TH FLOOR NEW YORK, NY 10286		X		
KELLOGG W K FOUNDATION ONE MICHIGAN AVENUE EAST BATTLE CREEK, MI 49017-4058		X		

Signatures

Ann Daly Jocelyn, Vice President, The Bank of New York, as Corporate Trustee of the W.K. Kellogg Foundation Trust, and signing for the W.K. Kellogg Foundation pursuant to a power of attorney dated 11/26/03.

12/02/2005

__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) 110,008,173 shares are owned by the W.K. Kellogg Foundation Trust (the "Trust") of which Shirley D. Bowser, William C. Richardson, James M. Jenness, and The Bank of New York are Trustees and the W.K. Kellogg Foundation (the "Foundation") is the sole beneficiary.
- (2) 579,800 shares are owned by the Carrie Staines Kellogg Trust #5977 of which the Foundation is currently a beneficiary.

Remarks:

The sales reported on this Form 4 were made pursuant to trading instructions, given by the W.K. Kellogg Foundation Trust on

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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Current financial assets

Short-term loans receivables

23 4

Current portion of long-term loans receivable

Available-for-sale investments

2 454 801 3 396 547 374

Cash

1 479 0

Cash flows related to derivative financial assets net settled :

Derivative contracts receipts

2 4 1

Cash flows related to derivative financial assets gross settled:

Derivative contracts receipts

15 032 408

Derivative contracts payments

(14 986) (393)

Accounts receivables⁽¹⁾⁽²⁾

4 456 950 115

Non-current financial liabilities

Long-term liabilities

1 3 8 8 69

Loan commitments given

164

Current financial liabilities

Current portion of long-term loans

Short-term liabilities

(160) (2)

Cash flows related to derivative financial liabilities net settled:

Derivative contracts payments

(1) (1)

Cash flows related to derivative financial liabilities gross settled:

Derivative contracts receipts

14 242 236

Derivative contracts payments

(14 301) (244)

Accounts payable

(3 706) (22) (4)

(1) The fair values of trade receivables and payables are assumed to approximate their carrying values due to their short term nature.

- (2) Accounts receivable maturity analysis does not include accrued receivables and receivables accounted based on the percentage of completion method of EUR 1 700 million (2006: EUR 367 million).

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Notes to the Consolidated Financial Statements (Continued)

35. Risk Management (Continued)

Hazard risk

Nokia strives to ensure that all financial, reputation and other losses to the Group and our customers are minimized through preventive risk management measures or purchase of insurance. Insurance is purchased for risks, which cannot be internally managed. The objective is to ensure that Group's hazard risks, whether related to physical assets (e.g. buildings) or intellectual assets (e.g. Nokia) or potential liabilities (e.g. product liability) are optimally insured taking into account both cost as well as retention levels.

Nokia purchases both annual insurance policies for specific risks as well as multi-line and/or multi-year insurance policies, where available.

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SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

NOKIA CORPORATION

Name: Anja Korhonen
By: /s/ ANJA KORHONEN
Title: Senior Vice President, Corporate Controller

Name: Kaarina Ståhlberg
By: /s/ KAARINA STÅHLBERG
Title: Vice President, Assistant General Counsel

March 20, 2008

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Exhibit index

ITEM 19. EXHIBITS

- 1 Articles of Association of Nokia Corporation.
- *4.1 Amended and Restated Framework Agreement among Siemens AG and Nokia Corporation and Nokia Siemens Networks B.V. dated as of June 19, 2006 and as amended and restated as of January 24, 2007.
- 4.2 Agreement and Plan of Merger by and among Nokia Inc., North Acquisition Corp. and NAVTEQ Corporation dated as of October 1, 2007.
- 6. See Note 28 to our consolidated financial statements included in Item 18 of this annual report for information on how earnings per share information was calculated.
- 8. List of significant subsidiaries.
- 12.1 Certification of Olli-Pekka Kallasvuo, Chief Executive Officer of Nokia Corporation, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 12.2 Certification of Richard A. Simonson, Chief Financial Officer of Nokia Corporation, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 13. Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 15.(a). Consent of Independent Registered Public Accounting Firm.

* Incorporated by reference to our annual report on Form 20-F for the fiscal year ended December 31, 2006.