

GUND GORDON
Form 4
May 13, 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 *
GUND GORDON

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)

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

P.O. BOX 3599

05/11/2005

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

BATTLE CREEK, MI 49016

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. 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 05/11/2005 | | M | 2,687 | A \$ 44.45 | 16,299 ⁽¹⁾ | D |
| Common Stock | 05/11/2005 | | F | 2,643 | D \$ 45.2 | 13,656 ⁽¹⁾ | D |
| Common Stock | 05/11/2005 | | M | 2,960 | A \$ 44.45 | 16,616 ⁽¹⁾ | D |
| Common Stock | 05/11/2005 | | F | 2,911 | D \$ 45.2 | 13,705 ⁽¹⁾ | D |
| Common Stock | 05/11/2005 | | M | 3,463 | A \$ 44.45 | 17,168 ⁽¹⁾ | D |
| | 05/11/2005 | | F | 3,406 | D \$ 45.2 | 13,762 ⁽¹⁾ | D |

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Common
Stock

Common Stock 05/11/2005 M 3,678 A \$ 44.45 17,440 ⁽¹⁾ D

Common Stock 05/11/2005 F 3,617 D \$ 45.2 13,823 ⁽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 Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 44.45 | 05/11/2005 | | M | 2,687 | 11/11/2004 04/28/2010 | Common Stock | 2,687 |
| Stock Option | \$ 45.2 | 05/11/2005 | | A | 2,643 | 05/11/2005 04/28/2010 | Common Stock | 2,643 |
| Stock Option | \$ 44.45 | 05/11/2005 | | M | 2,960 | 11/11/2004 01/31/2011 | Common Stock | 2,960 |
| Stock Option | \$ 45.2 | 05/11/2005 | | A | 2,911 | 05/11/2005 01/31/2011 | Common Stock | 2,911 |
| Stock Option | \$ 44.45 | 05/11/2005 | | M | 3,463 | 11/11/2004 01/31/2012 | Common Stock | 3,463 |
| Stock Option | \$ 45.2 | 05/11/2005 | | A | 3,406 | 05/11/2005 01/31/2012 | Common Stock | 3,406 |
| Stock Option | \$ 44.45 | 05/11/2005 | | M | 3,678 | 11/11/2004 01/31/2013 | Common Stock | 3,678 |
| Stock Option | \$ 45.2 | 05/11/2005 | | A | 3,617 | 05/11/2005 01/31/2013 | Common Stock | 3,617 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GUND GORDON P.O. BOX 3599 BATTLE CREEK, MI 49016 | | X | | |

Signatures

James K.
Markey

05/13/2005

__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) Does not include dividends reinvested since 12/31/04

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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