## Edgar Filing: GUTIERREZ CARLOS M - Form 4

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Form 4 November 10	6 2004										
	ГЛ								PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287 January 31,		
Check thi if no long	Ter										
subject to Section 1 Form 4 o	6. <b>SIAIEN</b>	AENT OI	CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Estimated burden hou response	ours per		
Form 5 obligations may continue. See Instruction 1(b). 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 F	Responses)										
1. Name and Address of Reporting Person <u>*</u> GUTIERREZ CARLOS M			2. Issuer Name <b>and</b> Ticker or Trading Symbol			Trading	5. Relationship of Reporting Person(s) to Issuer				
			KELLOGG CO [K]				(Check all applicable)				
(Last) (First) (Middle) P O BOX 3599			3. Date of Earliest Transaction (Month/Day/Year) 11/12/2004				V D'	100			
							_X_ Director10% Owner _X_ Officer (give title _X_ Other (specify below) below) Chairman of the Board and CEO / Co-Trustee-Trust holds >10%				
				lled(Month/Day/Year) Applicable Line)			Joint/Group Filing(Check One Reporting Person				
BATTLE C	REEK, MI 49010	5-3599					Form filed by Person				
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Rep	ort on a separate line	e for each cl	ass of sec	urities benet	ficially ow	ned directly	or indirectly.				
	·				Perso inform requir	ons who res nation cont red to resp ays a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		
	Tab					posed of, or convertible	Beneficially Owner	1			

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction of Derivative	Expiration Date	Underlying Securities	Deriva

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Security (Instr. 3)			any (Month/Day/Year)	Code (Instr. 8)			(Month/Day/Year)		(Instr. 3 and 4)		Securi (Instr.
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	\$ 44.76	11/12/2004		А	96.55		(1)	<u>(1)</u>	Common Stock	96.55	\$

## **Reporting Owners**

	Relationships						
Reporting Owner Name / Address	Director 10% Owner	Officer	Other				
GUTIERREZ CARLOS M P O BOX 3599 BATTLE CREEK, MI 49016-3599	Х	Chairman of the Board and CEO	Co-Trustee-Trust holds >10%				
Signatures							
James K. Markey, Attorney-in-Fact	11/16/2004						

\*\*Signature of Reporting Person

## **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).

Date

(1) According to the terms of the Executive Compensation Deferral Plan, the final value of phantom stock units is to be determined as of the last day of a reporting person's employment and may be paid only in cash.

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.