

Edgar Filing: ZABRISKIE JOHN L - Form 4

ZABRISKIE JOHN L  
Form 4  
February 04, 2003

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OMB APPROVAL  
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5  
obligations may continue. See Instruction 1(b).

(Print of Type Responses)

-----  
1. Name and Address of Reporting Person\*

Zabriskie John L.  
-----  
(Last) (First) (Middle)

One Kellogg Square  
-----

(Street)

Battle Creek MI 49016-3599  
-----  
(City) (State) (Zip)

-----  
2. Issuer Name and Ticker or Trading Symbol

Kellogg Company (K)

-----  
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

-----  
4. Statement for Month/Day/Year

January 31, 2003

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5. If Amendment, Date of Original (Month/Day/Year)

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6. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

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

7. Individual or Joint/Group Filing (Check Applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of,  
or Beneficially Owned

| 1.<br>Title of Security<br>(Instr. 3) | 2.<br>Trans-<br>action<br>Date<br>(mm/dd/yy) | 2A.<br>Deemed<br>Execution<br>Date, if<br>any<br>(mm/dd/yy) | 3.<br>Transaction<br>Code<br>(Instr. 8) |   | 4.<br>Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |                  |         |
|---------------------------------------|--|---|---|---|--|------------------|---------|
|                                       |  |   | Code                                    | V | Amount   | (A)<br>or<br>(D) | Price   |
| Common Stock                          | 12/31/02                                     |   | J(1)                                    | V | 298.78   | A                |         |
| Common Stock                          | 3/5/01                                       |   | P                                       |   | 2,000  | A                | \$27.26 |

FORM 4 (continued)

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

2.  
Conver-

5.

7.

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| 1.<br>Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Exercise<br>Price<br>of<br>Deriv-<br>ative<br>Secur-<br>ity | 3.<br>Trans-<br>action<br>Date<br>(mm/dd/<br>yy) | 3A.<br>Deemed<br>Execut-<br>ion<br>Date if<br>any<br>(mm/dd/<br>yy) | 4.<br>Trans-<br>action<br>Code<br>(Instr.<br>8)<br>-----<br>Code V | Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed<br>of (D)<br>(Instr. 3,<br>4 and 5)<br>-----<br>(A) (D) | 6.<br>Date<br>Exercisable and<br>Expiration Date<br>(Month/Day/Year)<br>-----<br>Date Expira-<br>tion<br>Date | Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4)<br>-----<br>Amount<br>or<br>Number<br>of<br>Shares |
|--|---|--|---|--|--|---|--|
| Stock Option   | \$23.875  | 4/28/00  |   |  |  | 10/28/00 4/28/10  | Common<br>Stock 5,000  |
| Stock Option   | \$26.30   | 1/31/01  |   |  |  | 7/31/01 1/31/11   | Common<br>Stock 5,000  |
| Stock Option   | \$30.775  | 1/31/02  |   |  |  | 7/31/02 1/31/12   | Common<br>Stock 5,000  |
| Stock Option   | \$32.695  | 1/31/03  |   | A V  | 5,000  | 7/31/03 1/31/13   | Common<br>Stock 5,000  |
| Phantom Stock<br>Units                                 | \$33.48   | 12/13/02   |   | A V  | 60.37  |   | Common<br>Stock 60.37 (2)  |
| Phantom Stock<br>Units                                 | \$32.86   | 2/3/03   |   | A V  | 418.51   |   | Common<br>Stock 418.51 (1)   |

Explanation of Responses:

- (1) Shares acquired by reinvestment of dividends under the Company's Dividend Reinvestment Plan.
- (2) According to the terms of the amended Kellogg Company Deferred Compensation Plan for Non-Employee Directors, final value of phantom stock units is to be determined as of date of reporting person's retirement and may be paid in cash or stock.
- (3) Reflects fees.
- (4) Reflects dividend equivalents from automatic reinvestment of dividends.

s/ James K. Markey

February 4, 2003

\*\*Signature of Reporting Person  
James K. Markey, Attorney-in-Fact

Date

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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\*\* 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.

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