

GUTIERREZ CARLOS M
Form 4
February 04, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
GUTIERREZ CARLOS M

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)
P O BOX 3599

3. Date of Earliest Transaction (Month/Day/Year)
02/02/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board and CEO / Co-Trustee-Trust holds>10%

(Street)
BATTLE CREEK, MI 49016-3599

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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. 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Stock Option | 02/02/2005 | | M | | 13,505 A \$ 43.9375 | 316,835.09 (1) (2) | D |
| Stock Option | 02/02/2005 | | S | | 13,505 D \$ 44.706 | 316,821.585 (1) (2) | D |
| Stock Option | 02/02/2005 | | M | | 70,000 A \$ 43.9375 | 386,821.585 (1) (2) | D |
| Stock Option | 02/02/2005 | | S | | 70,000 D \$ 44.706 | 316,821.585 (1) (2) | D |
| Stock Option | 02/02/2005 | | M | | 33,952 A \$ 41.96 | 350,773.585 (1) (2) | D |

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| | | | | | | | |
|--------------|------------|---|---------|---|------------|--------------------------------------|---|
| Stock Option | 02/02/2005 | S | 33,952 | D | \$ 44.706 | <u>316,821.585</u> <u>(1) (2)</u> | D |
| Stock Option | 02/02/2005 | M | 54,126 | A | \$ 41.96 | <u>370,947.585</u> <u>(1) (2)</u> | D |
| Stock Option | 02/02/2005 | S | 54,126 | D | \$ 44.706 | <u>316,821.585</u> <u>(1) (2)</u> | D |
| Stock Option | 02/02/2005 | M | 7,342 | A | \$ 41.96 | <u>324,163.585</u> <u>(1) (2)</u> | D |
| Stock Option | 02/02/2005 | S | 7,342 | D | \$ 44.706 | <u>316,821.585</u> <u>(1) (2)</u> | D |
| Stock Option | 02/02/2005 | M | 32,563 | A | \$ 41.96 | <u>349,384.585</u> <u>(1) (2)</u> | D |
| Stock Option | 02/02/2005 | S | 32,563 | D | \$ 44.706 | <u>316,821.585</u> <u>(1) (2)</u> | D |
| Stock Option | 02/02/2005 | M | 93,746 | A | \$ 41.96 | <u>410,567.585</u> <u>(1) (2)</u> | D |
| Stock Option | 02/02/2005 | S | 93,746 | D | \$ 44.706 | <u>316,821.585</u> <u>(1) (2)</u> | D |
| Stock Option | 02/02/2005 | M | 143,408 | A | \$ 41.96 | <u>460,229.585</u> <u>(1) (2)</u> | D |
| Stock Option | 02/02/2005 | S | 143,408 | D | \$ 44.706 | <u>316,821.585</u> <u>(1) (2)</u> | D |
| Stock Option | 02/02/2005 | M | 3,037 | A | \$ 40.4063 | <u>319,858.585</u> <u>(1) (2)</u> | D |
| Stock Option | 02/02/2005 | S | 3,037 | D | \$ 44.706 | <u>316,821.585</u> <u>(1) (2)</u> | D |
| Stock Option | 02/02/2005 | M | 40,000 | A | \$ 40.1875 | <u>356,821.585</u> <u>(1) (2)</u> | D |
| Stock Option | 02/02/2005 | S | 40,000 | D | \$ 44.706 | <u>316,821.585</u> <u>(1) (2)</u> | D |
| Stock Option | 02/02/2005 | M | 10,398 | A | \$ 39.305 | <u>327,219.585</u> <u>(1) (2)</u> | D |
| Stock Option | 02/02/2005 | S | 10,398 | D | \$ 44.706 | <u>316,821.585</u> <u>(1) (2)</u> | D |
| Stock Option | 02/02/2005 | M | 198,737 | A | \$ 39.305 | <u>515,558.585</u> <u>(1) (2)</u> | D |
| Stock Option | 02/02/2005 | S | 198,737 | D | \$ 44.706 | <u>316,821.585</u> <u>(1) (2)</u> | D |
| Stock Option | 02/02/2005 | M | 32,328 | A | \$ 39.305 | <u>349,149.585</u> <u>(1) (2)</u> | D |
| | 02/02/2005 | S | 32,328 | D | \$ 44.706 | | D |

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| | | | | | | | | |
|--------------|------------|--|---|---------|---|-----------------------|-----------------------|---|
| Stock Option | | | | | | 316,821.585 | | |
| | | | | | | <u>(1)</u> <u>(2)</u> | | |
| Stock Option | 02/02/2005 | | M | 19,160 | A | \$ 34.635 | 335,981.585 | D |
| | | | | | | | <u>(1)</u> <u>(2)</u> | |
| Stock Option | 02/02/2005 | | S | 19,160 | D | \$ 44.706 | 316,821.585 | D |
| | | | | | | | <u>(1)</u> <u>(2)</u> | |
| Stock Option | 02/03/2005 | | M | 470,000 | A | \$ 34.635 | 786,821.585 | D |
| | | | | | | | <u>(1)</u> <u>(2)</u> | |
| Stock Option | 02/03/2005 | | S | 470,000 | D | \$ 44.2879 | 316,821.585 | D |
| | | | | | | | <u>(1)</u> <u>(2)</u> | |

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

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SEC 1474
(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 of Number of Shares |
| Stock Option | \$ 43.9375 | 02/02/2005 | | M | 13,505 | 03/13/1999 | 03/13/2008 | Common Stock | 13,505 |
| Stock Option | \$ 43.9375 | 02/02/2005 | | M | 70,000 | 03/13/1999 | 03/13/2008 | Common Stock | 70,000 |
| Stock Option | \$ 41.96 | 02/02/2005 | | M | 33,952 | 08/27/2004 | 02/16/2011 | Common Stock | 33,952 |
| Stock Option | \$ 41.96 | 02/02/2005 | | M | 54,126 | 08/27/2004 | 01/31/2011 | Common Stock | 54,126 |
| Stock Option | \$ 41.96 | 02/02/2005 | | M | 7,342 | 08/27/2004 | 01/31/2010 | Common Stock | 7,342 |
| Stock Option | \$ 41.96 | 02/02/2005 | | M | 32,563 | 08/27/2004 | 02/16/2011 | Common Stock | 32,563 |
| Stock Option | \$ 41.96 | 02/02/2005 | | M | 93,746 | 08/27/2004 | 01/31/2010 | Common Stock | 93,746 |
| Stock Option | \$ 41.96 | 02/02/2005 | | M | 143,408 | 08/27/2004 | 02/16/2011 | Common Stock | 143,408 |

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| | | | | | | | | |
|--------------|------------|------------|---|---------|------------|------------|--------------|---------|
| Stock Option | \$ 40.4063 | 02/02/2005 | M | 3,037 | 02/21/1999 | 03/15/2006 | Common Stock | 3,037 |
| Stock Option | \$ 40.1875 | 02/02/2005 | M | 40,000 | 06/23/1999 | 06/23/2008 | Common Stock | 40,000 |
| Stock Option | \$ 39.305 | 02/02/2005 | M | 10,398 | 02/27/2004 | 02/16/2011 | Common Stock | 10,398 |
| Stock Option | \$ 39.305 | 02/02/2005 | M | 198,737 | 02/27/2004 | 02/21/2013 | Common Stock | 198,737 |
| Stock Option | \$ 39.305 | 02/02/2005 | M | 32,328 | 02/27/2004 | 01/31/2011 | Common Stock | 32,328 |
| Stock Option | \$ 34.635 | 02/02/2005 | M | 19,160 | 02/22/2003 | 02/22/2012 | Common Stock | 19,160 |
| Stock Option | \$ 34.635 | 02/03/2005 | M | 470,000 | 02/22/2003 | 02/22/2012 | Common Stock | 470,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|----------------------------|
| | Director | 10% Owner | Officer | Other |
| GUTIERREZ CARLOS M P O BOX 3599 BATTLE CREEK, MI 49016-3599 | X | | Chairman of the Board and CEO | Co-Trustee-Trust holds>10% |

Signatures

James K. Markey,
Attorney-in-Fact

02/04/2005

**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) Filer hereby disclaims beneficial ownership of shares held by the W. K. Kellogg Foundation Trust.
- (2) Excludes dividends reinvested after 12/31/03.

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