

Edgar Filing: KELLOGG CO - Form SC 13G/A

KELLOGG CO
Form SC 13G/A
February 13, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G
(RULE 13d-102)
UNDER THE SECURITIES AND EXCHANGE ACT OF 1934

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(AMENDMENT NO. 23)*

KELLOGG COMPANY

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

487836 10 8

(CUSIP Number)

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
(ENTITIES ONLY)

GEORGE GUND III

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

| | |
|--------------|--------------------------|
| NUMBER OF | SOLE VOTING POWER |
| SHARES | 5. 224,000 |
| BENEFICIALLY | SHARED VOTING POWER |
| OWNED BY | 6. 37,734,748 |
| EACH | SOLE DISPOSITIVE POWER |
| REPORTING | 7. 0 |
| PERSON WITH | SHARED DISPOSITIVE POWER |
| | 8. 7,505,492 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
37,958,748

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES* []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
9.3%

12. TYPE OF REPORTING PERSON*
IN The filing of this statement shall not be construed
as an admission that the reporting person is, for
the purposes of Section 13(d) or 13(g) of the Act,
the beneficial owner of all of the securities
covered by this statement.

*SEE INSTRUCTION BEFORE FILLING OUT!

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ITEM 1(a). NAME OF ISSUER:
Kellogg Company

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ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
One Kellogg Square, P. O. Box 3599, Battle Creek,
MI 49016-3599

ITEM 2(a). NAME OF PERSON FILING:
George Gund III

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR IF NONE,
RESIDENCE:
39 Mesa Street, Suite 300,
San Francisco, CA 94129

ITEM 2(c). CITIZENSHIP:
United States of America

ITEM 2(d). TITLE OF CLASS OF SECURITIES:
Common Stock

ITEM 2(e). CUSIP NUMBER: 487836 10 8

ITEM 3. Not applicable.

ITEM 4. OWNERSHIP.

| | | |
|-------|---|--------------|
| (a) | Amount beneficially owned: | 37,958,748 |
| (b) | Percent of class: | 9.3% |
| (c) | Number of shares as to which such person has: | |
| (i) | Sole power to vote or to direct the vote: | 224,000 |
| (ii) | Shared power to vote or to direct the vote: | 37,734,748** |
| (iii) | Sole power to dispose or to direct the disposition of: | 0 |
| (iv) | Shared power to dispose or to direct the disposition of: | 7,505,492** |

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.
Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF
ANOTHER PERSON.
Yes. KeyBank National Association, as Trustee of
certain trusts.

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ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY
WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE
PARENT HOLDING COMPANY OR CONTROL PERSON.
Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF
THE GROUP.
Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.
Not applicable.

ITEM 10. CERTIFICATIONS.
Not applicable.

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** The numbers of shares noted in Items 4(c)(ii) and 4(c)(iv) includes 4,163,800 shares held by a nonprofit foundation of which the reporting person is one of eight trustees and one of twelve members, as to which shares any beneficial ownership is hereby disclaimed

The filing of this statement shall not be construed as an admission that the reporting person is, for purposes of Section 13(d) or 13(g) of the Act, the beneficial owner of all of the securities covered by this statement.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and believe, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 9, 2002

/s/ George Gund III

George Gund III