

KELLOGG CO
Form 5
February 14, 2005

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
GUTIERREZ CARLOS M

(Last) (First) (Middle)

P O BOX 3599

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
KELLOGG CO [K]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☒ Other (specify
below)
Former Chairman and CEO / Former
Co-Trste-Trst holds>10%

6. Individual or Joint/Group Reporting

(check applicable line)

**BATTLE
CREEK,Â MIÂ 49016-3599**

(City) (State) (Zip)

☒ 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. 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/31/2004	Â	J ⁽¹⁾	7,673.117 A \$ 0	324,494.702 (2)	D	Â
Common Stock	12/31/2004	Â	J ⁽³⁾	34.2614 A \$ 0	7,573.7514	I	By 401(k) Profit Sharing Plan
Common Stock	12/31/2004	Â	J ⁽¹⁾	1,474.851 A \$ 0	61,942.321	I	By Spouse in Trust
	12/31/2004	Â	J ⁽¹⁾	60.513 A \$ 0	2,541.498	I	

Common
StockBy Adult
Child
Living at
HomeCommon
Stock

12/31/2004

A

J⁽¹⁾

121.026

A

\$ 0

5,082.996

I

By Spouse
as
CustodianReminder: Report on a separate line for each class of
securities beneficially owned directly or indirectly.**Persons who respond to the collection of information
contained in this form are not required to respond unless
the form displays a currently valid OMB control number.**SEC 2270
(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)	8. Price Deriva Securit (Instr. 3)
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	\$ 0	12/31/2004	A	J ⁽⁴⁾	4 A A ⁽⁵⁾	A ⁽⁵⁾ A ⁽⁵⁾	Common Stock	4 ⁽⁵⁾ \$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUTIERREZ CARLOS M P O BOX 3599 BATTLE CREEK, MI 49016-3599	A X	A	A Former Chairman and CEO	Former Co-Trste-Trst holds>10%

Signatures

James K. Markey,
Attorney-in-Fact

02/14/2005

**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) Shares acquired under the Company's Dividend Reinvestment Plan in 2004
- (2) Includes share acquired under the Company's 2002 Employee Stock Purchase Plan in 2004.
- (3) Shares increased to the filer's Company Stock Fund account under the Kellogg Company Savings and Investment Plan during 2004.
- (4) Reflects dividend equivalents from automatic reinvestment of dividends.
- (5) 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 provided 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.