

KELLOGG CO  
Form 424B3  
March 02, 2015  
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**Filed Pursuant to Rule 424(b)(3)  
Registration No. 333-181377**

**The information in this preliminary prospectus supplement is not complete and may be changed. We are not using this preliminary prospectus supplement or the accompanying prospectus to offer to sell these securities or to solicit offers to buy these securities in any jurisdiction where the offer or sale is not permitted.**

**Subject to completion, dated March 2, 2015**

**PRELIMINARY PROSPECTUS SUPPLEMENT**

**(To prospectus dated May 14, 2012)**

**% Senior Notes due 2025**

We are offering \_\_\_\_\_ aggregate principal amount of \_\_\_\_\_ % senior notes due 2025 (the \_\_\_\_\_ notes \_\_\_\_\_). The notes will mature on \_\_\_\_\_, 2025. Interest on the notes is payable annually in arrear on \_\_\_\_\_ of each year, commencing \_\_\_\_\_, 2016.

We may redeem some or all of the notes at any time and from time to time at the \_\_\_\_\_ make whole \_\_\_\_\_ redemption price described under the heading \_\_\_\_\_ Description of the Notes \_\_\_\_\_ Optional Redemption. In addition, we may redeem the notes in whole, but not in part, at our option, in the event of certain developments affecting United States taxation as described under the heading \_\_\_\_\_ Description of the Notes \_\_\_\_\_ Redemption for Tax Reasons.

If we experience a \_\_\_\_\_ change of control repurchase event, \_\_\_\_\_ unless we have exercised our right to redeem the notes, we will be required to offer to repurchase the notes from holders.

The notes will be our senior unsecured obligations and will rank equally in right of payment with all of our other senior unsecured indebtedness from time to time outstanding. The notes will be issued only in minimum denominations of \_\_\_\_\_ 100,000 and integral multiples of \_\_\_\_\_ 1,000 in excess thereof.

**Investing in the notes involves risks. See Risk Factors beginning on page S-6 of this prospectus supplement and the risks discussed elsewhere in this prospectus supplement, the accompanying prospectus and the documents we file with the U.S. Securities and Exchange Commission.**

Neither the U.S. Securities and Exchange Commission nor any other state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

Currently there is no public market for the notes. We intend to apply to list the notes on the New York Stock Exchange. The listing application will be subject to approval by the New York Stock Exchange. If such listing is obtained, we have no obligation to maintain such listing and we

may delist the notes at any time.

	<b>Per Note</b>	<b>Total</b>
Public offering price (1)		