

KELLOGG CO
Form 4
September 08, 2005

FORM 4

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

OMB APPROVAL

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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 *
MONTIE JEFFREY W

(Last) (First) (Middle)

P O BOX 3599

(Street)

BATTLE CREEK, MI 49016-3599

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/06/2005

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)
Executive Vice President

6. 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. 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 (A) or (D) Price			
Common Stock	09/06/2005		M	61,036 A \$ 34.635	165,467.071 (1)	D	
Common Stock	09/06/2005		F	52,343 D \$ 45.62	113,124.071 (1)	D	
Common Stock	09/06/2005		M	11,963 A \$ 39.465	125,087.071 (1)	D	
Common Stock	09/06/2005		F	11,009 D \$ 45.62	114,078.071 (1)	D	
Common Stock	09/06/2005		M	177 A \$ 42.035	114,255.071 (1)	D	

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Common Stock	09/06/2005	F	170	D	\$ 45.62	114,085.071 (1)	D
Common Stock	09/06/2005	M	1,127	A	\$ 42.035	115,212.071 (1)	D
Common Stock	09/06/2005	F	1,076	D	\$ 45.62	114,136.071 (1)	D
Common Stock	09/06/2005	M	1,640	A	\$ 42.035	115,776.071 (1)	D
Common Stock	09/06/2005	F	1,565	D	\$ 45.62	114,211.071 (1)	D

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

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(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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 34.635	09/06/2005		M		02/22/2003	02/22/2012	Common Stock	61,036
Stock Option	\$ 45.62	09/06/2005		A	52,343	09/06/2005	02/22/2012	Common Stock	52,343
Stock Option	\$ 39.465	09/06/2005		M	11,963	03/03/2004	01/31/2010	Common Stock	11,963
Stock Option	\$ 45.62	09/06/2005		A	11,009	09/06/2005	03/14/2007	Common Stock	11,009
Stock Option	\$ 42.035	09/06/2005		M	177	09/03/2004	03/14/2007	Common Stock	177
Stock Option	\$ 45.62	09/06/2005		A	170	09/06/2005	03/14/2007	Common Stock	170
Stock Option	\$ 42.035	09/06/2005		M	1,127	09/03/2004	01/31/2010	Common Stock	1,127
Stock Option	\$ 45.62	09/06/2005		A	1,076	09/06/2005	01/31/2010	Common Stock	1,076

Stock Option	\$ 42.035	09/06/2005		M	1,640	09/03/2004	01/31/2010	Common Stock	1,6
Stock Option	\$ 45.62	09/06/2005		A	1,565	09/06/2005	01/31/2010	Common Stock	1,5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MONTIE JEFFREY W P O BOX 3599 BATTLE CREEK, MI 49016-3599			Executive Vice President	

Signatures

James K. Markey,
Attorney-in-Fact

09/08/2005

__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) Excludes dividends reinvested after 12/31/04.

Note: File three copies of this Form, one of which must be manually signed. If space 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.