

PILNICK GARY H

Form 4

October 29, 2004

**FORM 4****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).

**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  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PILNICK GARY H

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)

PO BOX 3599

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/27/2004

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Sr VP, Gen Counsel &amp; Secretary

(Street)

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

BATTLE CREEK, MI 49016-3599

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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)
Common Stock	10/27/2004		A	9,735	A \$ 24	29,113.435	D
Common Stock	10/27/2004		F	5,459	D \$ 42.8	23,654.435	D
Common Stock	10/27/2004		F	1,747	D \$ 42.8	21,907.435	D
Common Stock	10/27/2004		A	4,981	A \$ 27.425	26,888.435	D
Common Stock	10/27/2004		F	3,192	D \$ 42.8	23,696.435	D

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Common Stock 10/27/2004 F 731 D \$ 42.8 22,965.435 D

Reminder: 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 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 or Number of Shares
Stock Options	\$ 24	10/27/2004		M		9,735		09/25/2001	09/25/2010	Common Stock	9,735
Stock Options	\$ 42.8	10/27/2004		A		7,206		10/27/2004	09/25/2010	Common Stock	7,206
Stock Options	\$ 27.425	10/27/2004		M		4,981		02/16/2002	02/16/2011	Common Stock	4,981
Stock Options	\$ 42.8	10/27/2004		A		3,923		10/27/2004	09/25/2010	Common Stock	3,923

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

PILNICK GARY H  
PO BOX 3599  
BATTLE CREEK, MI 49016-3599

Sr VP, Gen Counsel & Secretary

## Signatures

James K. Markey,  
Attorney-in-Fact

10/29/2004

\_\_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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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