

Banks Donna J
Form 4
November 15, 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
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Banks Donna J

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)
11/11/2004

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Senior Vice President

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

BATTLE CREEK, MI 49016-3599

(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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/11/2004		A		966	A	\$ 41.2183	32,701.546 (1)	D
Common Stock	11/11/2004		S		926	D	\$ 44.602	31,775.546 (1)	D
Common Stock	11/11/2004		A		1,472	A	\$ 43.4375	33,247.546 (1)	D
Common Stock	11/11/2004		S		1,452	D	\$ 44.602	31,795.546 (1)	D
Common Stock	11/11/2004		A		2,082	A	\$ 40.4688	33,877.546 (1)	D

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Common Stock	11/11/2004	S	1,973	D	\$ 44.602	31,904.546 (1)	D
Common Stock	11/11/2004	A	1,664	A	\$ 42.79	33,568.546 (1)	D
Common Stock	11/11/2004	S	1,628	D	\$ 44.602	31,940.546 (1)	D
Common Stock	11/11/2004	A	2,037	A	\$ 42.79	33,977.546 (1)	D
Common Stock	11/11/2004	S	1,993	D	\$ 44.602	31,984.546 (1)	D
Common Stock	11/11/2004	A	1,153	A	\$ 42.79	33,137.546 (1)	D
Common Stock	11/11/2004	S	1,128	D	\$ 44.602	32,009.546 (1)	D

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

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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)	8. D		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 41.2813	11/11/2004		M		966		06/23/1997	01/20/2005	Common Stock	966
Stock Option	\$ 43.4375	11/11/2004		M		1,472		02/15/1998	01/20/2005	Common Stock	1,472
Stock Option	\$ 40.4688	11/11/2004		M		2,082		02/03/1999	01/20/2005	Common Stock	2,082
Stock Option	\$ 42.79	11/11/2004		M		1,664		05/06/2004	01/20/2005	Common Stock	1,664
	\$ 42.79	11/11/2004		M		2,037		05/06/2004	01/20/2005		2,037

Stock								Common	
Option								Stock	
Stock	\$ 42.79	11/11/2004		M	1,153	05/06/2004	01/20/2005	Common	1,153
Option								Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Banks Donna J PO BOX 3599 BATTLE CREEK, MI 49016-3599			Senior Vice President	

Signatures

James K. Markey, Attorney-in-Fact	11/15/2004
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__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 12/31/03.

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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