

BRYANT JOHN A
Form 4
November 15, 2005

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BRYANT JOHN A

(Last) (First) (Middle)

PO 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)
11/10/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	11/10/2005		M		39,667	A	\$ 34.635
Common Stock	11/10/2005		F		34,458	D	\$ 44.52
Common Stock	11/10/2005		M		10,000	A	\$ 34.625
Common Stock	11/10/2005		F		8,686	D	\$ 44.52
Common Stock	11/10/2005		M		12,245	A	\$ 34.385
	11/10/2005		F		10,597	D	\$ 44.52

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Common Stock						116,688.6456	
						(1)	
Common Stock	11/10/2005	M	4,660	A	\$ 33.06	121,348.6456	D
						(1)	
Common Stock	11/10/2005	F	3,952	D	\$ 44.52	117,396.6456	D
						(1)	
Common Stock	11/10/2005	M	3,087	A	\$ 33.06	120,483.6456	D
						(1)	
Common Stock	11/10/2005	F	2,618	D	\$ 44.52	117,865.6456	D
						(1)	
Common Stock	11/10/2005	M	4,859	A	\$ 31.86	122,724.6456	D
						(1)	
Common Stock	11/10/2005	F	4,043	D	\$ 44.52	118,681.6456	D
						(1)	
Common Stock	11/10/2005	M	6,696	A	\$ 30.18	125,377.6456	D
						(1)	
Common Stock	11/10/2005	F	5,422	D	\$ 44.52	119,955.6456	D
						(1)	

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 34.635	11/10/2005		M	39,667	02/22/2003 02/22/2012	Common Stock 39,667
Stock Option	\$ 44.52	11/10/2005		A	34,458	11/10/2005 02/22/2012	Common Stock 34,458
Stock Option	\$ 34.625	11/10/2005		M	10,000	01/04/2000 01/04/2009	Common Stock 10,000
Stock Option	\$ 44.52	11/10/2005		A	8,686	11/10/2005 01/04/2009	Common Stock 8,686

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Stock Option	\$ 34.385	11/10/2005	M	12,245	11/06/2003	02/16/2011	Common Stock	12,245
Stock Option	\$ 44.52	11/10/2005	A	10,597	11/10/2005	02/16/2011	Common Stock	10,597
Stock Option	\$ 33.06	11/10/2005	M	4,660	05/05/2003	02/16/2011	Common Stock	4,660
Stock Option	\$ 44.52	11/10/2005	A	3,952	11/10/2005	02/16/2011	Common Stock	3,952
Stock Option	\$ 33.06	11/10/2005	M	3,087	05/05/2003	01/31/2010	Common Stock	3,087
Stock Option	\$ 44.52	11/10/2005	A	2,618	11/10/2005	01/31/2010	Common Stock	2,618
Stock Option	\$ 31.86	11/10/2005	M	4,859	11/05/2002	01/31/2010	Common Stock	4,859
Stock Option	\$ 44.52	11/10/2005	A	4,043	11/10/2005	01/31/2010	Common Stock	4,043
Stock Option	\$ 30.18	11/10/2005	M	6,696	02/21/2004	02/21/2013	Common Stock	6,696
Stock Option	\$ 44.52	11/10/2005	A	5,422	11/10/2005	02/21/2013	Common Stock	5,422

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRYANT JOHN A PO BOX 3599 BATTLE CREEK, MI 49016-3599			Executive Vice President	

Signatures

James K. Markey,
Attorney-in-Fact

11/15/2005

__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.

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