

KELLOGG W K FOUNDATION TRUST

Form 4

January 16, 2003

SEC Form 4

FORM 4 <input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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 <hr style="border: 1px solid black;"/> OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: 0.5	
1. Name and Address of Reporting Person* W.K Kellogg Foundation Trust <div style="display: flex; justify-content: space-between;"> (Last) (First) </div> <div style="display: flex; justify-content: center;"> (Middle) </div> The Bank of New York One Wall Street - 12th Floor <div style="display: flex; justify-content: center;"> (Street) </div> New York, NY 10286 <div style="display: flex; justify-content: space-between;"> (City) (State) </div> <div style="display: flex; justify-content: center;"> (Zip) </div>	2. Issuer Name and Ticker or Trading Symbol Kellogg K 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for (Month/Day/Year) 01/14/2003 5. If Amendment, Date of Original (Month/Day/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Description <hr style="border: 1px solid black;"/> 7. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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/D	Price			
Common Stock	01/14/2003	01/14/2003	S		3,800	D	\$34.5	125,884,940 Note (1)	D Note (1)	Note (1)
							\$	721,920 Note (2)	I Note (2)	Note (2)

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following	10. Ownership Form of Derivative	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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[illegible]

Explanation of Responses:

(1) Shares are owned by the W.K. Kellogg Foundation Trust ("Trust") of which Jonathan T. Walton, William C. Richardson, Carlos Gutierrez, and The Bank of New York are Trustees and the W.K. Kellogg Foundation ("Foundation") is the sole beneficiary.

(2) Shares are owned by the Carrie Staines Kellogg Trust #5977 of which the Foundation is currently the beneficiary

By:

Date:

/s/ Sharon Reed

01/16/2003

Vice President for The Bank of New York as Corporate Trustee

** Signature of Reporting Person

SEC 1474 (9-02)

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

* 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.

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.

Additional Information Reported For This Form

Additional Information Reported For This Form			Issuer Name and Ticker or Trading Symbol	Statement for (Month/Day/Year)
Name and Address of Reporting Person* W.K Kellogg Foundation Trust <hr/> <div style="display: flex; justify-content: space-between;"> (Last) (First) (Middle) </div> The Bank of New York One Wall Street - 12th Floor <hr/> <div style="display: flex; justify-content: space-between;"> (Street) </div> New York, NY 10286 <hr/> <div style="display: flex; justify-content: space-between;"> (City) (State) (Zip) </div>			Kellogg K <hr/>	01/14/2003 <hr/>

Joint Filer Information

Name: W.K. Kellogg Foundation

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Address: One Michigan Avenue East
Battle Creek, MI 49017-4058

Designated Filer: W.K. Kellogg Foundation Trust

Issuer & Ticker Symbol: Kellogg Company (K)

Date(s) of Event(s) Requiring Statement: 01/14/03

Signature: _____

Sharon Reed*

Vice President

The Bank of New York

*Signing pursuant to a power-of-attorney dated as of September 24, 2002.