

KELLOGG CO
Form 8-K/A
November 10, 2005

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

**Amendment No. 1 to
FORM 8-K/A
CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934
Date of Report (Date of Earliest Event Reported): November 8, 2005
Kellogg Company
(Exact Name of Registrant as Specified in its Charter)
Delaware
(State or Other Jurisdiction of Incorporation)**

1-4171
(Commission File Number)

38-0710690
(IRS Employer Identification Number)

**One Kellogg Square
Battle Creek, Michigan 49016-3599
(Address of Principal Executive Offices, Including Zip Code)
269-961-2000
(Registrant's Telephone Number, Including Area Code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Explanatory Note:

This Amendment No. 1 to the Form 8-K dated November 8, 2005, (the Initial Form 8-K) contains the Stock Purchase and Sale Agreement (the Agreement) with the W.K. Kellogg Foundation Trust referred to in the Initial Form 8-K.

Item 1.01. Entry into a Material Definitive Agreement.

The description of the Agreement set forth in the Initial Form 8-K is qualified in its entirety by reference to the Agreement, a copy of which is filed herewith as Exhibit 10.1.

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Item 9.01. Financial Statements and Exhibits.

Exhibit 10.1 Stock Purchase and Sale Agreement made as of November 8, 2005 between the W.K. Kellogg Foundation Trust and the Kellogg Company.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report (or amendment thereto) to be signed on its behalf by the undersigned hereunto duly authorized.

Kellogg Company
(Registrant)

Date: November 10, 2005

By: /s/ Jeffrey M. Boromisa
Name: Jeffrey M. Boromisa
Title: Senior Vice President and Chief
Financial Officer

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EXHIBIT INDEX

10.1 Stock Purchase and Sale Agreement made as of November 8, 2005 between the W. K. Kellogg Foundation Trust and the Kellogg Company.

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size="2">(A) or (D) Price Common Stock 05/01/2012 M 10,000 A \$ 0.475 10,000 D Common Stock 05/01/2012 S⁽¹⁾
10,000 D \$ 26.5745 ⁽²⁾ 0 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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 0.475	05/01/2012		M	10,000	⁽³⁾ 02/26/2014	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PAISLEY CHRISTOPHER B C/O FORTINET, INC. 1090 KIFER ROAD SUNNYVALE, CA 94086	X			

Signatures

/s/ Robert Turner, by power of attorney
05/02/2012

**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) The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 28, 2011.

The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$25.95 to \$26.87 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

(3) Shares subject to the option are fully vested and immediately exercisable.

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.