

KELLOGG CO

Form FWP

May 16, 2011

Free Writing Prospectus Filed Pursuant to Rule 433

To Prospectus dated May 18, 2009 and

Preliminary Prospectus Supplement Dated May 16, 2011

Registration No. 333-159303

Kellogg Company

\$400,000,000 3.25% Notes due 2018

Pricing Term Sheet

May 16, 2011

|                                     |  |
|-------------------------------------|--|
| Issuer:                             | Kellogg Company  |
| Principal Amount:                   | \$400,000,000  |
| Maturity Date:                      | May 21, 2018   |
| Coupon (Interest Rate):             | 3.25%  |
| Yield to Maturity:                  | 3.29%  |
| Spread to Benchmark Treasury:       | +80 bps  |
| Benchmark Treasury:                 | UST 2.625% due April 30, 2018  |
| Benchmark Treasury Price and Yield: | 100-27+; 2.49%   |
| Interest Payment Dates:             | May 21 and November 21, beginning on November 21, 2011               |
| Make-Whole Call:                    | At any time at a discount rate of Treasury Rate plus 15 basis points |
| Price to Public:                    | 99.751%  |
| Trade Date:                         | May 16, 2011   |
| Settlement Date:                    | May 19, 2011 (T+3)   |
| CUSIP:                              | 487836 BE 7  |
| Anticipated Ratings:*               | A3 (Moody's Investors Service Inc.)                                  |

BBB+ (Standard & Poor's Ratings Services)

A- (Fitch Ratings)

Joint Book-Running Managers: Morgan Stanley & Co. Incorporated

Wells Fargo Securities, LLC

Co-Managers:

HSBC Securities (USA) Inc.  
BNP Paribas Securities Corp.

Rabo Securities USA, Inc.

SunTrust Robinson Humphrey, Inc.

U.S. Bancorp Investments, Inc.

The Williams Capital Group, L.P.

**Note:** A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

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