

KELLOGG CO
Form 8-K
April 25, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 20, 2012

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 No.)

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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)

Not Applicable

(Former name or former address, if changed since last report)

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:

- .. 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))

Item 5.07. Submission of Matters to a Vote of Security Holders.

a) On April 20, 2012, Kellogg Company held its Annual Meeting of Shareowners.

b) Benjamin Carson, John Dillon, James Jenness and Donald Knauss were re-elected for a three-year term. Five matters were voted on at the 2012 Annual Meeting: the re-election of the four directors described in (b) above; an advisory resolution to approve executive compensation; the ratification of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2012; a Shareowner proposal to repeal the classified board; and a Shareowner proposal to adopt simple majority vote. The final results of voting on each of the matters submitted to a vote of Shareowners are as follows.

1. Election of Directors	For	Withheld	Broker Non-Votes
Benjamin Carson	276,771,349	3,464,513	31,074,683
John Dillon	274,677,765	5,558,097	31,074,683
James Jenness	270,791,267	9,444,595	31,074,683
Donald Knauss	275,755,249	2,280,613	31,074,683
2. Advisory resolution to approve executive compensation	For 271,154,232	Against 7,988,369	Abstentions 1,093,261 Broker Non-Votes 31,074,683
3. Ratification of independent registered public accounting firm	For 308,918,351	Against 2,049,552	Abstentions 342,642
4. Shareowner proposal to repeal the classified board	For 132,644,235	Against 146,815,449	Abstentions 776,178 Broker Non-Votes 31,074,683
5. Shareowner proposal to adopt simple majority vote	For 117,339,540	Against 162,152,121	Abstentions 744,201 Broker Non-Votes 31,074,683

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

KELLOGG COMPANY

/s/ Gary H. Pilnick

Name: Gary H. Pilnick

Title: Senior Vice President, General Counsel, Corporate
Development and Secretary

Date: April 25, 2012