

KELLOGG CO  
Form 4  
March 20, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KELLOGG W K FOUNDATION TRUST**

(Last) (First) (Middle)

**THE BANK OF NEW YORK, ONE WALL STREET - 19TH FLOOR**

(Street)

**NEW YORK, NY 10286**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**KELLOGG CO [K]**

3. Date of Earliest Transaction (Month/Day/Year)  
**03/20/2008**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
\_X\_ 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/20/2008		S	V	184,200	D	\$ 51.5867
					91,674,190	D	(1)
Common Stock					435,800	I	(2)
							See Foot Note (2)

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

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SEC 1474 (9-02)

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**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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

KELLOGG W K FOUNDATION TRUST  
THE BANK OF NEW YORK  
ONE WALL STREET - 19TH FLOOR  
NEW YORK, NY 10286

X

KELLOGG W K FOUNDATION  
ONE MICHIGAN AVENUE EAST  
BATTLE CREEK, MI 49017-4058

X

## Signatures

Joyce S. Walsh, Vice President, The Bank of New York, as Corporate Trustee of the W.K. Kellogg Foundation Trust, and signing for the W.K. Kellogg Foundation pursuant to a power of attorney dated 2/16/06.

03/20/2008

\_\_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) 91,674,190 shares were owned following the reported transaction by the W.K. Kellogg Foundation Trust (the "Trust") of which Shirley D. Bowser, Sterling K. Speirn, James M. Jenness, and The Bank of New York are Trustees and the W.K. Kellogg Foundation (the "Foundation") is the sole beneficiary.
- (2) 435,800 shares were owned following the reported transaction by the Carrie Staines Kellogg Trust #5977 of which the Foundation is currently a beneficiary.

### Remarks:

The sales reported on this Form 4 were made pursuant to trading instructions, given by the W.K. Kellogg Foundation Trust on Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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