

HARRIS ALAN F  
Form 4  
May 16, 2005

**FORM 4**

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

OMB APPROVAL

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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 \*  
HARRIS ALAN F

(Last) (First) (Middle)

P. O. BOX 3599

(Street)

BATTLE CREEK, MI 49016

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/12/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Stock                    | 05/12/2005                           |  | M                              |   | 48,100 A \$ 30.18   | 157,441.989 (1)  | D                                 |
| Common Stock                    | 05/12/2005                           |  | F                              |   | 38,592 D \$ 45.33   | 118,849.989 (1)  | D                                 |
| Common Stock                    | 05/12/2005                           |  | M                              |   | 43,240 A \$ 34.625  | 162,089.989 (1)  | D                                 |
| Common Stock                    | 05/12/2005                           |  | F                              |   | 37,201 D \$ 45.33   | 124,888.989 (1)  | D                                 |
| Common Stock                    | 05/12/2005                           |  | M                              |   | 47,479 A \$ 34.635  | 172,367.989 (1)  | D                                 |

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Common Stock 05/12/2005 F 40,854 D \$ 45.33 131,513.989<sub>(1)</sub> D

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

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(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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option                               | \$ 30.18   | 05/12/2005                           |  | M                              | 48,100  | 02/21/2004 02/21/2013                                    | Common Stock  | 48,100                     |
| Stock Option                               | \$ 45.33   | 05/12/2005                           |  | F                              | 38,592  | 05/12/2005 02/21/2013                                    | Common Stock  | 38,592                     |
| Stock Option                               | \$ 34.625  | 05/12/2005                           |  | M                              | 43,240  | 01/04/2000 01/04/2009                                    | Common Stock  | 43,240                     |
| Stock Option                               | \$ 45.33   | 05/12/2005                           |  | F                              | 37,201  | 05/12/2005 01/04/2009                                    | Common Stock  | 37,201                     |
| Stock Option                               | \$ 34.635  | 05/12/2005                           |  | M                              | 47,479  | 02/22/2003 02/22/2012                                    | Common Stock  | 47,479                     |
| Stock Option                               | \$ 45.33   | 05/12/2005                           |  | F                              | 40,854  | 05/12/2005 02/22/2012                                    | Common Stock  | 40,854                     |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| HARRIS ALAN F<br>P. O. BOX 3599<br>BATTLE CREEK, MI 49016 |               |           | Executive Vice President |       |

## Signatures

James K. Markey 05/16/2005

\_\_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) Does not include dividends reinvested after 12/31/04.

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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