

Edgar Filing: BRYANT JOHN A - Form 5

BRYANT JOHN A  
Form 5  
February 13, 2003

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OMB APPROVAL  
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OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden  
hours per response.....1.0  
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations  
may continue. See Instruction 1(b).

Form 3 Holdings Reported

Form 4 Transactions Reported

1. Name and Address of Reporting Person\*

|                                   |         |            |
|-----------------------------------|---------|------------|
| Bryant                            | John    | A          |
| (Last)                            | (First) | (Middle)   |
| One Kellogg Square<br>PO Box 3599 |         |            |
| -----                             |         |            |
| (Street)                          |         |            |
| Battle Creek                      | MI      | 49016-3599 |
| (City)                            | (State) | (Zip)      |

2. Issuer Name and Ticker or Trading Symbol

Kellogg Company (K)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year

December 31, 2002

5. If Amendment, Date of Original (Month/Year)

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6. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

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

Executive Vice President - Chief Financial Officer

7. 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.<br>Title of Security<br>(Instr. 3) | 2.<br>Trans-<br>action<br>Date<br>(mm/dd/yy) | 2A.<br>Deemed<br>Execution<br>Date, if<br>any<br>(mm/dd/yy) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4.<br>Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |                  |       |
|---------------------------------------|--|---|---|--|------------------|-------|
|                                       |  |   |   | Amount   | (A)<br>or<br>(D) | Price |
| Common Stock                          | 12/31/02                                     |   | J(1)                                    | 72.104   | A                |       |
| Common Stock                          | 12/31/02                                     |   | J(3)                                    | 27.9615  | D                |       |

\* If the form is filed by more than one reporting person, see instruction 4(b)(v).

FORM 5 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

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| 1.<br>Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conver-<br>sion<br>or<br>Exer-<br>cise<br>Price<br>of<br>Deriv-<br>ative<br>Secur-<br>ity | 3.<br>Trans-<br>action<br>Date<br>(mm/dd/<br>yy) | 3A.<br>Deemed<br>Execut-<br>ion<br>Date if<br>any<br>(mm/dd/<br>yy) | 4.<br>Trans-<br>action<br>Code<br>(Instr.<br>8) | 5.<br>Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed<br>of (D)<br>(Instr. 3,<br>4 and 5)<br>(A) (D) | 6.<br>Date<br>Exercisable and<br>Expiration Date<br>(Month/Day/Year)<br>Date Expira-<br>tion<br>Date | 7.<br>Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4)<br>-----<br>Amount<br>or<br>Number<br>of<br>Shares |
|--|---|--|---|---|---|--|--|
| Stock Option   | \$43.937  |  |   |   |   | 3/13/00 3/13/08  | Common<br>Stock 2,925  |
| Stock Option   | \$34.625  |  |   |   |   | 1/4/01 1/4/09  | Common<br>Stock 10,000   |
| Stock Option   | \$24.219  |  |   |   |   | 1/31/01 1/31/10  | Common<br>Stock 3,748  |
| Stock Option(4)  | \$27.425  |  |   |   |   | 2/16/02 2/16/11  | Common<br>Stock 41,600   |
| Stock Option(5)  | \$34.635  |  |   |   |   | 2/22/03 2/22/12  | Common<br>Stock 123,900  |
| Stock Option   | \$31.86   |  |   |   |   | 11/5/02 1/31/10  | Common 4,859   |

Explanation of Responses:

- (1) Shares acquired under the Company's Dividend Reinvestment Plan in 2002.
- (2) Includes shares acquired under the Company's 2002 Employee Stock Purchase Plan in 2002.
- (3) Shares decreased to the filer's Company Stock Fund account under the Kellogg Company Savings and Investment Plan during 2002.
- (4) The option became exercisable in two equal annual installments beginning February 16, 2002.
- (5) The option becomes exercisable in two equal annual installments beginning February 22, 2003.

/s/ James K. Markey

February 11, 2003

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\*\*Signature of Reporting Person  
James K. Markey, Attorney-in-fact  
\*\* Intentional misstatements or omissions of facts constitute Federal Criminal  
Violations.

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Date

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.  
If space provided is insufficient, see Instruction 6 for procedure.