

HARRIS ALAN F
Form 4
November 16, 2004

FORM 4

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

OMB APPROVAL

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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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
P O BOX 3599

3. Date of Earliest Transaction (Month/Day/Year)
11/12/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

(Street)
BATTLE CREEK, MI 49016-3599

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/12/2004		M	37,655 A \$ 32.795	122,833.745 (1)	D	
Common Stock	11/12/2004		F	31,704 D \$ 44.755	91,129.745 (1)	D	
Common Stock	11/12/2004		M	31,868 A \$ 33.345	122,997.745 (1)	D	
Common Stock	11/12/2004		F	27,063 D \$ 44.755	95,934.745 (1)	D	
Common Stock	11/12/2004		M	14,659 A \$ 34.07	110,593.745 (1)	D	

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Common Stock	11/12/2004	F	12,590	D	\$ 44.755	98,003.745 (1)	D
Common Stock	11/12/2004	M	4,505	A	\$ 34.07	102,508.745 (1)	D
Common Stock	11/12/2004	F	3,870	D	\$ 44.755	98,638.745 (1)	D
Common Stock	11/12/2004	M	21,120	A	\$ 34.07	119,758.745 (1)	D
Common Stock	11/12/2004	F	18,138	D	\$ 44.755	101,620.745 (1)	D
Common Stock	11/12/2004	M	2,760	A	\$ 34.625	104,380.745 (1)	D
Common Stock	11/12/2004	F	2,392	D	\$ 44.755	101,988.745 (1)	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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 32.795	11/12/2004		M			37,665	05/02/2003	02/16/2011	Common Stock	37,665
Stock Option	\$ 44.755	11/12/2004		F			31,704	11/12/2004	02/16/2011	Common Stock	31,704
Stock Option	\$ 32.795	11/12/2004		M			31,868	02/19/2002	01/31/2010	Common Stock	31,868
Stock Option	\$ 44.755	11/12/2004		F			27,063	11/12/2004	01/31/2010	Common Stock	27,063
Stock Option	\$ 34.07	11/12/2004		M			14,659	08/19/2002	01/31/2010	Common Stock	14,659
Stock Option	\$ 44.755	11/12/2004		F			12,590	11/12/2004	01/31/2010	Common Stock	12,590

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Stock Option	\$ 34.07	11/12/2004		M	4,505	08/19/2002	02/16/2011	Common Stock	4,505
Stock Option	\$ 44.755	11/12/2004		F	3,870	11/12/2004	02/16/2011	Common Stock	3,870
Stock Option	\$ 34.07	11/12/2004		M	21,120	08/19/2002	01/31/2010	Common Stock	21,120
Stock Option	\$ 44.755	11/12/2004		F	18,138	11/12/2004	01/31/2010	Common Stock	18,138
Stock Option	\$ 34.625	11/12/2004		M	2,760	01/04/2000	01/04/2009	Common Stock	2,760
Stock Option	\$ 44.755	11/12/2004		F	2,392	11/12/2004	01/04/2009	Common Stock	2,392

Reporting Owners

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

Signatures

James K. Markey,
Attorney-in-Fact

11/16/2009

__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) Excludes dividends reinvested after 12/31/03.

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