ZABRISKIE JOHN L Form 4 February 04, 2003

10	MB APPROVAL	
ANGE COMMIS	SSION	

UNITED STATES SECURITIES AND EXCHA Washington, DC 2054

FORM 4

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

obligations may continue. See Instruction 1(b).

L.	Name and Address of Repo	orting Person*	
	Zabriskie	John	L.
(]	Last)		(Middle)
	One Kellogg Square		
		(Street)	
	Battle Creek	MI	49016-3599
((City)	(State)	(Zip)
2.	Issuer Name and Ticker	or Trading Symbol	
	Kellogg Comp	any (K)	
3.	I.R.S. Identification N	umber of Reporting Pers	son, if an entity (voluntary
l .	Statement for Month/Day	/Year	
	January 31,	2003	
5.	If Amendment, Date of O	riginal (Month/Day/Yea	r)

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

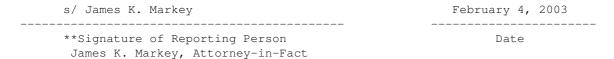
_ Officer (give ti	tle below)	. — .	10% Owner Other (spec	cify below)		
X Form Filed by On	idual or Joint/Group Filing (Check Applicable line) Form Filed by One Reporting Person Form Filed by More than One Reporting Person					
Table I Non-	Derivative S or Benefi	ecurities Ac cially Owned	quired, Dispo			
	action Date	Execution Date, if any		4. Securities Acqu Disposed of (D) n (Instr. 3, 4 an		(A) or
1. Title of Security (Instr. 3)			(Instr. 8)	 7 Amount	(A) or (D)	Price
Common Stock	12/31/02		J(1) \	7 298.78	А	
Common Stock	3/5/01		P	2,000	A	\$27.26
FORM 4 (continued)						
Table II Derivative Sec (e.g., puts, c						

2. Conver- 5. 7.

	sion or Exer- cise Price of Deriv-	3. Trans-	Deemed T Execut-	4. Trans- action Code (Instr.	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	6. Date Exercisable and Expiration Date (Month/Day/Year)		Title and Amount of Underlying Securities (Instr. 3 and 4)	
1. Title of									Amount or
Derivative Security (Instr. 3)	ative Secur- ity	Date (mm/dd/ yy)	any (mm/dd/ yy)	8) Code V	4 and 5) (A) (D)	Exer- tion of	Number of Shares		
Stock Option	\$23.875	4/28/00				10/28/00	4/28/10	Common Stock	5 , 000
Stock Option	\$26.30	1/31/01				7/31/01	1/31/11	Common Stock	5,000
Stock Option	\$30.775	1/31/02				7/31/02	1/31/12	Common Stock	5,000
Stock Option	\$32.695	1/31/03		A V	5,000	7/31/03	1/31/13	Common Stock	5,000
Phantom Stoc	k\$33.48	12/13/02		A V	60.37			Common Stock	60.37(2
Phantom Stoc	k\$32.86	2/3/03		A V	418.51			Common Stock	418.51(

Explanation of Responses:

- (1) Shares acquired by reinvestment of dividends under the Company's Dividend Reinvestment Plan.
- (2) According to the terms of the amended Kellogg Company Deferred Compensation Plan for Non-Employee Directors, final value of phantom stock units is to be determined as of date of reporting person's retirement and may be paid in cash or stock.
- (3) Reflects fees.
- (4) Reflects dividend equivalents from automatic reinvestment of dividends.



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

* 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).

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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