

GUTIERREZ CARLOS M
Form 4
February 28, 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 *
GUTIERREZ CARLOS M

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)
02/24/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Former Chairman & CEO / Former Trste-Trst hlds>10%

(Street)

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

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

BATTLE CREEK, MI 49016-3599

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 | 02/24/2005 | | S | 34,500 D \$ 44.0126 | 210,836.702 | D | |
| Common Stock | 02/25/2005 | | S | 2,182 D \$ 44.1733 | 208,654.702 | D | |
| Common Stock | 02/25/2005 | | S | 38,153 D \$ 44.1733 | 170,501.702 | D | |
| Common Stock | 02/25/2005 | | S | 61,942 D \$ 44.1733 | 0 | I | By Spouse in Trust |
| Common Stock | 02/25/2005 | | S | 5,082 D \$ 44.1733 | 0 | I | By Spouse as |

| | | | | | | | | |
|--------------|------------|---|-------|---|------------|---|---|---|
| Common Stock | 02/25/2005 | S | 2,541 | D | \$ 44.1733 | 0 | I | Custodian By Adult Child Living at Home |
|--------------|------------|---|-------|---|------------|---|---|---|

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

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SEC 1474
(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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|----------------------------|
| | Director | 10% Owner | Officer | Other |
| GUTIERREZ CARLOS M P O BOX 3599 BATTLE CREEK, MI 49016-3599 | X | | Former Chairman & CEO | Former Trste-Trst hlds>10% |

Signatures

| | |
|--------------------------------------|------------|
| Gary H. Pilnick, Attorney-in-Fact | 02/28/2005 |
| **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).

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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