

Edgar Filing: KELLOGG W K FOUNDATION - Form 4

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 Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLOGG W K FOUNDATION TRUST THE BANK OF NEW YORK MELLON TRUST CO. NA 500 GRANT STREET, ROOM 151-0410 PITTSBURGH, PA 15258		X		
KELLOGG W K FOUNDATION ONE MICHIGAN AVENUE EAST BATTLE CREEK, MI 49017-4058		X		

Signatures

Dana Luksic, Vice President, The Bank of New York Mellon Trust Company, N.A., as Corporate Trustee of the W.K. Kellogg Foundation Trust, and signing for the W.K. Kellogg Foundation pursuant to a power of attorney dated 6/5/09.

07/24/2009

__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) 87,566,790 shares were owned following the reported transaction by the W.K. Kellogg Foundation Trust (the "Trust") of which Wenda W. Moore, Sterling K. Speirn, James M. Jenness, and The Bank of New York Mellon Trust Company, N.A. are Trustees and the W.K. Kellogg Foundation (the "Foundation") is the sole beneficiary.
- (2) 363,800 shares were owned following the reported transaction by the Carrie Staines Kellogg Trust #5977 of which the Foundation is currently a beneficiary.

Remarks:

The sales reported on this Form 4 were made pursuant to trading instructions, given by the W.K. Kellogg Foundation Trust on

Edgar Filing: KELLOGG W K FOUNDATION - Form 4

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.