

HARRIS ALAN F
Form 4
May 16, 2005

FORM 4

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

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

OMB APPROVAL

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(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)
05/12/2005

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

Executive Vice President

(Street)

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

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

BATTLE CREEK, MI 49016

(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	05/12/2005		M		48,100	A	\$ 30.18	157,441.989 (1)
Common Stock	05/12/2005		F		38,592	D	\$ 45.33	118,849.989 (1)
Common Stock	05/12/2005		M		43,240	A	\$ 34.625	162,089.989 (1)
Common Stock	05/12/2005		F		37,201	D	\$ 45.33	124,888.989 (1)
Common Stock	05/12/2005		M		47,479	A	\$ 34.635	172,367.989 (1)

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Common Stock 05/12/2005 F 40,854 D \$ 45.33 131,513.989⁽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	\$ 30.18	05/12/2005		M	48,100	02/21/2004 02/21/2013	Common Stock 48,100
Stock Option	\$ 45.33	05/12/2005		F	38,592	05/12/2005 02/21/2013	Common Stock 38,592
Stock Option	\$ 34.625	05/12/2005		M	43,240	01/04/2000 01/04/2009	Common Stock 43,240
Stock Option	\$ 45.33	05/12/2005		F	37,201	05/12/2005 01/04/2009	Common Stock 37,201
Stock Option	\$ 34.635	05/12/2005		M	47,479	02/22/2003 02/22/2012	Common Stock 47,479
Stock Option	\$ 45.33	05/12/2005		F	40,854	05/12/2005 02/22/2012	Common Stock 40,854

Reporting Owners

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

Signatures

James K. Markey 05/16/2005

__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).
- (1) Does not include dividends reinvested after 12/31/04.

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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