

KELLOGG CO  
Form 4/A  
March 08, 2016

**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 \*  
KELLOGG W K FOUNDATION TRUST

(Last) (First) (Middle)

C/O THE BANK OF NEW YORK MELLON TRUST CO, 500 GRANT STREET, SUITE 0410

(Street)

PITTSBURGH, PA 15258

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
03/04/2016

4. If Amendment, Date Original Filed (Month/Day/Year)  
03/07/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

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

\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)
				Code V Amount (D) Price			
COMMON STOCK	03/04/2016	03/04/2016	S	100,000 D \$ 75.1574	69,653,690 (1)	D	

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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)
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**Reporting Owners**

Reporting Owner Name / Address	Relationships				Amount or Number of Shares
	Director	10% Owner	Officer	Other	
KELLOGG W K FOUNDATION TRUST C/O THE BANK OF NEW YORK MELLON TRUST CO 500 GRANT STREET, SUITE 0410 PITTSBURGH, PA 15258		X			
KELLOGG W K FOUNDATION ONE MICHIGAN AVENUE EAST BATTLE CREEK, MI 49017		X			

**Signatures**

Meghan Dragina, 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 February 18, 2016. 03/08/2016

\_\_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).
- 69,653,690 shares were owned following the reported transaction by the W.K. Kellogg Foundation Trust (the "Trust") of which LaJune (1) Montgomery Tabron, John Bryant, Fred P. Keller 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.

**Remarks:**

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

Please note that this Form 4 is an Amendment of the previous Form 4 filed on 3/7/2016 to reflect correct amount of shares sold

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.