

Banks Donna J
 Form 4
 November 15, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Banks Donna J

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)
 PO BOX 3599
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/11/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior Vice President

BATTLE CREEK, MI 49016-3599
 (City) (State) (Zip)

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

6. Individual 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 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	11/11/2004		A		966 \$ 41.2183	(1)	D
Common Stock	11/11/2004		S		926 \$ 44.602	(1)	D
Common Stock	11/11/2004		A		1,472 \$ 43.4375	(1)	D
Common Stock	11/11/2004		S		1,452 \$ 44.602	(1)	D
Common Stock	11/11/2004		A		2,082 \$ 40.4688	(1)	D

Edgar Filing: Banks Donna J - Form 4

Common Stock	11/11/2004	S	1,973	D	\$ 44.602	31,904.546 (1)	D
Common Stock	11/11/2004	A	1,664	A	\$ 42.79	33,568.546 (1)	D
Common Stock	11/11/2004	S	1,628	D	\$ 44.602	31,940.546 (1)	D
Common Stock	11/11/2004	A	2,037	A	\$ 42.79	33,977.546 (1)	D
Common Stock	11/11/2004	S	1,993	D	\$ 44.602	31,984.546 (1)	D
Common Stock	11/11/2004	A	1,153	A	\$ 42.79	33,137.546 (1)	D
Common Stock	11/11/2004	S	1,128	D	\$ 44.602	32,009.546 (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)

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. Amount or Number of Shares
Stock Option	\$ 41.2813	11/11/2004		M	966	06/23/1997 01/20/2005	Common Stock	966
Stock Option	\$ 43.4375	11/11/2004		M	1,472	02/15/1998 01/20/2005	Common Stock	1,472
Stock Option	\$ 40.4688	11/11/2004		M	2,082	02/03/1999 01/20/2005	Common Stock	2,082
Stock Option	\$ 42.79	11/11/2004		M	1,664	05/06/2004 01/20/2005	Common Stock	1,664
	\$ 42.79	11/11/2004		M	2,037	05/06/2004 01/20/2005		2,037

Stock Option								Common Stock	
Stock Option	\$ 42.79	11/11/2004		M	1,153	05/06/2004	01/20/2005	Common Stock	1,153

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Banks Donna J PO BOX 3599 BATTLE CREEK, MI 49016-3599			Senior Vice President	

Signatures

James K. Markey,
Attorney-in-Fact

11/15/2004

 **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) Excludes dividends reinvested after 12/31/03.

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.