

Edgar Filing: KELLOGG CO - Form 5

KELLOGG CO
Form 5
February 13, 2003

OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations
may continue. See Instruction 1(b).

Form 3 Holdings Reported

Form 4 Transactions Reported

1. Name and Address of Reporting Person*

Kelly	Janet	Langford
(Last)	(First)	(Middle)
One Kellogg Square PO Box 3599		
----- (Street)		
Battle Creek	MI	49016-3599
(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol

Kellogg Company (K)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year

December 31, 2002

5. If Amendment, Date of Original (Month/Year)

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6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

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

Executive Vice President

7. 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. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
				Amount	(A) or (D)	Price
Common Stock	12/31/02		J(1)	166.734	A	
Common Stock	12/31/02		J(3)	26.6321	A	

* If the form is filed by more than one reporting person, see instruction 4(b)(v).

FORM 5 (continued)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (mm/dd/ yy)	3A. Deemed Execut- ion Date if (mm/dd/ yy)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expira- tion	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Stock Option	\$35.21875					9/1/00 9/1/09	Common Stock 125,000
Stock Option	\$24.219					1/31/01 1/31/10	Common Stock 14,400
Stock Option(4)	\$27.425					2/16/02 2/16/11	Common Stock 118,700
Stock Option	\$29.16					7/31/01 1/31/10	Common Stock 8,747
Stock Option	\$30.645					2/1/02 1/31/10	Common Stock 10,083
Stock Option(5)	\$34.635					2/22/03 2/22/12	Common Stock 127,900
Stock Option	\$34.07					8/19/02 1/31/10	Common Stock 23,292

Explanation of Responses:

- (1) Shares acquired under the Company's Dividend Reinvestment Plan in 2002.
- (2) Includes shares acquired under the Company's 2002 Employee Stock Purchase Plan in 2002.
- (3) Shares accrued to the filer's Company Stock Fund account under the Kellogg Company Savings and Investment Plan during 2002.
- (4) The option became exercisable in two equal annual installments beginning February 16, 2002.
- (5) The option becomes exercisable in two equal annual installments beginning February 22, 2003.

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/s/ James K. Markey

February 11, 2003

**Signature of Reporting Person

Date

James K. Markey, Attorney-in-fact

** 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 provided is insufficient, see Instruction 6 for procedure.