

CLARK CLESTEEN A
Form 4
September 07, 2005

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 *
CLARK CLESTEEN A

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

3. Date of Earliest Transaction (Month/Day/Year)
09/02/2005

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

SVP - Corporate Affairs

(Street)

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

BATTLE CREEK, MI 49016-3599

(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	09/02/2005		M		3,239	A	\$ 40.0938
							41,599.765 (1)
Common Stock	09/02/2005		F		3,026	D	\$ 45.185
							38,573.765 (1)
Common Stock	09/02/2005		M		5,292	A	\$ 41.92
							43,865.765 (1)
Common Stock	09/02/2005		F		5,069	D	\$ 45.185
							38,796.765 (1)
Common Stock	09/02/2005		M		18,232	A	\$ 41.92
							57,028.765 (1)

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Common Stock	09/02/2005	F	17,460	D	\$ 45.185	39,568.765 (1)	D
Common Stock	09/02/2005	M	8,275	A	\$ 41.92	47,843.765 (1)	D
Common Stock	09/02/2005	F	7,926	D	\$ 45.185	39,917.765 (1)	D
Common Stock	09/02/2005	M	6,232	A	\$ 43.9375	46,149.765 (1)	D
Common Stock	09/02/2005	F	6,132	D	\$ 45.185	40,017.765 (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)	Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 40.0938	09/02/2005		M			3,239	02/01/1999	03/15/2006	Common Stock	3,239
Stock Option	\$ 45.185	09/02/2005		A			3,026	09/02/2005	03/15/2006	Common Stock	3,026
Stock Option	\$ 41.92	09/02/2005		M			5,292	09/02/2004	01/04/2009	Common Stock	5,292
Stock Option	\$ 45.185	09/02/2005		A			5,069	09/02/2005	01/04/2009	Common Stock	5,069
Stock Option	\$ 41.92	09/02/2005		M			18,232	09/02/2004	02/22/2012	Common Stock	18,232
Stock Option	\$ 45.185	09/02/2005		A			17,460	09/02/2005	02/22/2012	Common Stock	17,460
Stock Option	\$ 41.92	09/02/2005		M			8,275	09/02/2004	02/21/2013	Common Stock	8,275
Stock Option	\$ 45.185	09/02/2005		A			7,926	09/02/2005	02/21/2013	Common Stock	7,926

Stock Option	\$ 43.9375	09/02/2005		M	6,232	03/13/1999	03/13/2008	Common Stock	6,2
Stock Option	\$ 45.185	09/02/2005		A	6,132	09/02/2005	03/13/2008	Common Stock	6,1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLARK CLESTEEN A PO BOX 3599 BATTLE CREEK, MI 49016-3599			SVP - Corporate Affairs	

Signatures

James K. Markey,
Attorney-in-Fact

09/07/2005

__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) Excludes 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. 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.