HARRIS ALAN F
Form 4
May 16, 2005

FORM 4

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HARRIS ALAN F

(Last) (First) (Middle)

P. O. BOX 3599

(Street)

BATTLE CREEK, MI 49016

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/12/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 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)	D	
Common Stock	05/12/2005		F		38,592	D	$ 45.33	118,849.989 (1)	D	
Common Stock	05/12/2005		M		43,240	A	$ 34.625	162,089.989 (1)	D	
Common Stock	05/12/2005		F		37,201	D	$ 45.33	124,888.989 (1)	D	
Common Stock	05/12/2005		M		47,479	A	$ 34.635	172,367.989 (1)	D	

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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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 Amoun Underlying Securit (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Stock Option	$ 30.18	05/12/2005		M			48,100	02/21/2004	02/21/2013	Common Stock	48,1
Stock Option	$ 45.33	05/12/2005		F		38,592		05/12/2005	02/21/2013	Common Stock	38,5
Stock Option	$ 34.625	05/12/2005		M			43,240	01/04/2000	01/04/2009	Common Stock	43,2
Stock Option	$ 45.33	05/12/2005		F		37,201		05/12/2005	01/04/2009	Common Stock	37,2
Stock Option	$ 34.635	05/12/2005		M			47,479	02/22/2003	02/22/2012	Common Stock	47,4
Stock Option	$ 45.33	05/12/2005		F		40,854		05/12/2005	02/22/2012	Common Stock	40,8

Reporting Owners

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