

PEREZ WILLIAM D
Form 4
December 15, 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 *
PEREZ WILLIAM D

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)
12/13/2005

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

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 or Price		
Common Stock	12/13/2005		M		2,087 A \$ 26.3	7,087 ⁽¹⁾	D
Common Stock	12/13/2005		F		1,251 D \$ 43.88	5,836 ⁽¹⁾	D
Common Stock	12/13/2005		M		5,000 A \$ 30.775	10,836 ⁽¹⁾	D
Common Stock	12/13/2005		F		3,507 D \$ 43.88	7,329 ⁽¹⁾	D
Common Stock	12/13/2005		M		352 A \$ 32.695	7,681 ⁽¹⁾	D
	12/13/2005		F		263 D \$ 43.88	7,418 ⁽¹⁾	D

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Common
Stock

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 26.3	12/13/2005		M	2,087	07/31/2001 01/31/2011	Common Stock 2,087
Stock Option	\$ 43.88	12/13/2005		A	1,251	12/13/2005 01/31/2011	Common Stock 1,251
Stock Option	\$ 30.775	12/13/2005		M	5,000	07/31/2002 01/31/2012	Common Stock 5,000
Stock Option	\$ 43.88	12/13/2005		A	3,507	12/13/2005 01/31/2012	Common Stock 3,507
Stock Option	\$ 32.695	12/13/2005		M	352	07/31/2003 01/31/2013	Common Stock 352
Stock Option	\$ 43.88	12/13/2005		A	263	12/13/2005 01/31/2013	Common Stock 263

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PEREZ WILLIAM D
PO BOX 3599
BATTLE CREEK, MI 49016-3599

X

Signatures

James K. Markey,
Attorney-in-Fact

12/15/2005

__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.
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