

KELLOGG CO  
Form 4  
March 17, 2006

**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 \*  
Wilson-Thompson Kathleen

(Last) (First) (Middle)

PO BOX 3599

(Street)

BATTLE CREEK, MI 49016-3599

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
03/15/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/15/2006		M		632 A \$ 33.305	D	
Common Stock	03/15/2006		F		516 D \$ 45.465	D	
Common Stock	03/15/2006		M		3,225 A \$ 34.625	D	
Common Stock	03/15/2006		F		2,695 D \$ 45.465	D	
Common Stock	03/15/2006		M		4,662 A \$ 34.635	D	

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Common Stock      03/15/2006      F      3,895      D      \$ 45.465      17,393.524      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)	Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Stock Option	\$ 33.305	03/15/2006		M			632	02/15/2002	01/31/2010	Common Stock	632
Stock Option	\$ 45.465	03/15/2006		A		516		03/15/2006	01/31/2010	Common Stock	516
Stock Option	\$ 34.625	03/15/2006		M			3,225	01/04/2000	01/04/2009	Common Stock	3,225
Stock Option	\$ 45.465	03/15/2006		A		2,695		03/15/2006	01/04/2000	Common Stock	2,695
Stock Option	\$ 34.635	03/15/2006		M			4,662	02/22/2003	02/22/2012	Common Stock	4,662
Stock Option	\$ 45.465	03/15/2006		A		3,895		03/15/2006	02/22/2012	Common Stock	3,895

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Wilson-Thompson Kathleen  
PO BOX 3599  
BATTLE CREEK, MI 49016-3599

Senior Vice President

## Signatures

James K. Markey,  
Attorney-in-Fact

03/17/2006

\_\_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).

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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