

KELLOGG CO
Form 4
March 07, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
MONTIE JEFFREY W

(Last) (First) (Middle)

P O 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)
03/06/2006

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)

Executive 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	(D)	Price
Common Stock	03/06/2006		M		12,156	A	\$ 42.035 127,148.425
Common Stock	03/06/2006		F		11,725	D	\$ 44.31 115,423.425
Common Stock	03/06/2006		M		23,372	A	\$ 42.035 138,795.425
Common Stock	03/06/2006		F		22,544	D	\$ 44.31 116,251.425
Common Stock	03/06/2006		M		2,044	A	\$ 42.035 118,295.425

Edgar Filing: KELLOGG CO - Form 4

Common Stock	03/06/2006	F	1,973	D	\$ 44.31	116,322.425	D
Common Stock	03/06/2006	M	9,000	A	\$ 43.9375	125,322.425	D
Common Stock	03/06/2006	F	8,949	D	\$ 44.31	116,373.425	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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 42.035	03/06/2006		M			12,156	09/03/2004	02/16/2011	Common Stock	12,156
Stock Option	\$ 44.31	03/06/2006		A		11,725		03/06/2006	02/16/2011	Common Stock	11,725
Stock Option	\$ 42.035	03/06/2006		M		23,372		09/03/2004	02/21/2013	Common Stock	23,372
Stock Option	\$ 44.31	03/06/2006		A		22,544		03/06/2006	02/21/2013	Common Stock	22,544
Stock Option	\$ 42.035	03/06/2006		M		2,044		09/03/2004	01/31/2010	Common Stock	2,044
Stock Option	\$ 44.31	03/06/2006		A		1,973		03/06/2006	01/31/2010	Common Stock	1,973
Stock Option	\$ 43.9375	03/06/2006		M		9,000		03/13/1999	03/13/2008	Common Stock	9,000
Stock Option	\$ 44.31	03/06/2006		A		8,949		03/06/2006	03/13/2008	Common Stock	8,949

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MONTIE JEFFREY W P O BOX 3599 BATTLE CREEK, MI 49016-3599			Executive Vice President	

Signatures

James K. Markey, Attorney-in-Fact	03/07/2006
--------------------------------------	------------

__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.

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.