

JENNESS JAMES M  
Form 4/A  
February 14, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
JENNESS JAMES M

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)  
08/08/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman of the Board and CEO / Co-Trustee-Trust holds>10%

(Street)  
BATTLECREEK, MI 49016-3599

4. If Amendment, Date Original Filed(Month/Day/Year)  
08/10/2005

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 08/08/2005                           |  | M                              | 28,013 A  | \$ 27 67,138.9209<br>(1) (2)  | D  |   |
| Common Stock                    | 08/08/2005                           |  | F                              | 21,379 D  | \$ 45,759.9209<br>(1) (2)   | D  |   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Stock Option                               | \$ 27  | 08/08/2005                           |  | M                              | 28,013  | 07/27/2000 07/27/2010                                    | Common Stock 28,013   |
| Stock Option                               | \$ 45.03   | 08/08/2005                           |  | A                              | 21,379  | 08/08/2005 07/27/2010                                    | Common Stock 21,379   |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                               |                            |
|--|---------------|-----------|-------------------------------|----------------------------|
|  | Director      | 10% Owner | Officer                       | Other                      |
| JENNESS JAMES M<br>PO BOX 3599<br>BATTLECREEK, MI 49016-3599 | X             |           | Chairman of the Board and CEO | Co-Trustee-Trust holds>10% |

## Signatures

James K. Markey,  
Attorney-in-Fact

02/14/2006

\*\*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).
- (1) Excludes dividends reinvested after 12/31/04.
- (2) Original filing had incorrect totals for amount of securities beneficially owned.

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.