

Banks Donna J
Form 4
May 11, 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 *
Banks Donna J

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)

3. Date of Earliest Transaction (Month/Day/Year)
05/09/2005

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

P. O. BOX 3599

(Street)

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

BATTLE CREEK, MI 49016

(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)
			Code	V Amount (A) or (D) Price			
Common Stock	05/09/2005		M	29,794 A \$ 30.18	66,072.732 (1)	D	
Common Stock	05/09/2005		F	23,866 D \$ 45.48	42,206.732 (1)	D	
Common Stock	05/09/2005		M	3,266 A \$ 30.725	45,472.732 (1)	D	
Common Stock	05/09/2005		F	2,640 D \$ 45.48	42,832.732 (1)	D	
Common Stock	05/09/2005		M	6,919 A \$ 31.485	49,751.732 (1)	D	

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Common Stock	05/09/2005	F	5,660	D	\$ 45.48	44,091.732 (1)	D
Common Stock	05/09/2005	M	15,000	A	\$ 33.4375	59,091.732 (1)	D
Common Stock	05/09/2005	F	12,652	D	\$ 45.48	46,439.732 (1)	D
Common Stock	05/09/2005	M	5,385	A	\$ 34.07	51,824.732 (1)	D
Common Stock	05/09/2005	F	4,587	D	\$ 45.48	47,237.732 (1)	D
Common Stock	05/09/2005	M	1,227	A	\$ 34.385	48,464.732 (1)	D
Common Stock	05/09/2005	F	1,051	D	\$ 45.48	47,413.732 (1)	D
Common Stock	05/09/2005	M	1,484	A	\$ 34.625	48,897.732 (1)	D
Common Stock	05/09/2005	F	1,275	D	\$ 45.48	47,622.732 (1)	D

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 Security (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 30.18	05/09/2005		M	29,794	02/21/2004	02/21/2013	Common Stock	29,794
Stock Option	\$ 45.48	05/09/2005		A	23,866	05/09/2005	02/21/2013	Common Stock	23,866
Stock Option	\$ 30.725	05/09/2005		M	3,266	02/07/2002	01/31/2010	Common Stock	3,266
Stock Option	\$ 45.48	05/09/2005		A	2,640	05/09/2005	01/31/2010	Common Stock	2,640

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Stock Option	\$ 31.485	05/09/2005	M	6,919	02/19/2003	01/31/2010	Common Stock	6,919
Stock Option	\$ 45.48	05/09/2005	A	5,660	05/09/2005	01/31/2010	Common Stock	5,660
Stock Option	\$ 33.4375	05/09/2005	M	15,000	03/14/1998	03/14/2007	Common Stock	15,000
Stock Option	\$ 45.48	05/09/2005	A	12,652	05/09/2005	03/14/2007	Common Stock	12,652
Stock Option	\$ 34.07	05/09/2005	M	5,385	08/19/2002	01/31/2010	Common Stock	5,385
Stock Option	\$ 45.48	05/09/2005	A	4,587	05/09/2005	01/31/2010	Common Stock	4,587
Stock Option	\$ 34.385	05/09/2005	M	1,227	11/06/2003	01/31/2010	Common Stock	1,227
Stock Option	\$ 45.48	05/09/2005	A	1,051	05/09/2005	01/31/2010	Common Stock	1,051
Stock Option	\$ 34.625	05/09/2005	M	1,484	01/04/2000	01/04/2009	Common Stock	1,484
Stock Option	\$ 45.48	05/09/2005	A	1,275	05/09/2005	01/04/2009	Common Stock	1,275

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Banks Donna J P. O. BOX 3599 BATTLE CREEK, MI 49016			SVP	

Signatures

James K. Markey 05/11/2005

**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. 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.