

KELLOGG CO  
Form 8-K  
November 16, 2006

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
November 14, 2006  
Date of Report (Date of earliest event reported)  
Kellogg Company  
(Exact name of registrant as specified in its charter)**

Delaware  
(State or other jurisdiction of  
incorporation)

1-4171  
(Commission File Number)

38-0710690  
(IRS Employer  
Identification No.)

One Kellogg Square  
Battle Creek, Michigan 49016-3599  
(Address of principal executive offices)

49016-3599  
(Zip Code)

Registrant's telephone number, including area code: (269) 961-2000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 5.02(b) DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS;  
APPOINTMENT OF PRINCIPAL OFFICERS; COMPENSATORY ARRANGEMENTS OF  
CERTAIN OFFICERS**

On November 14, 2006, William D. Perez resigned as a director of Kellogg Company (Kellogg ). Mr. Perez was recently named the president and chief executive officer of Wm. Wrigley Jr. Company, and resigned recognizing that Kellogg's corporate governance guidelines provide that no director of Kellogg shall serve as a director, officer or employee of a company that may compete with Kellogg.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

KELLOGG COMPANY

Dated: November 14, 2006

By: /s/ Gary H. Pilnick

Name: Gary H. Pilnick

Title: Senior Vice President, General  
Counsel,

Corporate Development and Secretary