KELLOGG CO Form 4 June 11, 2008

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

Form 4 or Form 5 obligations

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

burden hours per response... 0.5

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **KELLOGG W K FOUNDATION TRUST**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

KELLOGG CO [K]

(Check all applicable)

(First) (Middle) (Last)

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

Director 10% Owner Other (specify Officer (give title

THE BANK OF NEW YORK, ONE WALL STREET - 19TH FLOOR

4. If Amendment, Date Original

Applicable Line)

(Street)

Form filed by One Reporting Person X_ Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

06/10/2008

below)

NEW YORK, NY 10286

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired (A) or 5. Amount of

Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

06/10/2008

3. TransactiorDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Securities Beneficially Form: Owned Direct (D) Following or Indirect Reported (I)

7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)

Code V Amount

(A) or (D) Price

\$

Transaction(s) (Instr. 4) (Instr. 3 and 4) 90,874,190

 $D^{(1)}$

Stock

Common

S 200,000 D (1) 52.0605

> See Foot **I** (2)

Common Stock

435,800 (2)

Note (2)

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)

Edgar Filing: KELLOGG CO - Form 4

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities		(Instr.	3 and 4)		Own	
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	TC:41	or		
						Exercisable	-		Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Relationshins

Reporting Owners

Reporting Owner Name / Address	Keiationsinps					
reporting owner name, radicos	Director	10% Owner	Officer	Other		
KELLOGG W K FOUNDATION TRUST THE BANK OF NEW YORK ONE WALL STREET - 19TH FLOOR NEW YORK, NY 10286		X				
KELLOGG W K FOUNDATION ONE MICHIGAN AVENUE EAST BATTLE CREEK, MI 49017-4058		X				

Signatures

Joyce S. Walsh, Vice President, The Bank of New York, as Corporate Trustee of the W.K. Kellogg Foundation Trust, and signing for the W.K. Kellogg Foundation pursuant to a power of attorney dated 2/16/06.

06/11/2008

**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).
 - 90,874,190 shares were owned following the reported transaction by the W.K. Kellogg Foundation Trust (the "Trust") of which Shirley
- **(1)** D. Bowser, Sterling K. Speirn, James M. Jenness, and The Bank of New York are Trustees and the W.K. Kellogg Foundation (the "Foundation") is the sole benficiary.
- 435,800 shares were owned following the reported transaction by the Carrie Staines Kellogg Trust #5977 of which the Foundation is **(2)** currently a beneficiary.

The sales reported on this Form 4 were made pursuant to trading instructions, given by the W.K. Kellogg Foundation Trust on Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

Edgar Filing: KELLOGG CO - Form 4

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form display a currently valid OMB number.	ys