### JENNESS JAMES M

Form 4

February 21, 2006

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

3235-0287 Number: January 31,

**OMB APPROVAL** 

Expires: 2005

0.5

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

PO BOX 3599

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person \* JENNESS JAMES M

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

below)

(First)

(Street)

(Middle)

3. Date of Earliest Transaction

KELLOGG CO [K]

(Month/Day/Year) 02/17/2006

\_X\_\_ Director 10% Owner \_X\_\_ Officer (give title \_\_X\_\_ Other (specify

(Check all applicable)

below) Chairman of the Board and CEO /

4. If Amendment, Date Original

Filed(Month/Day/Year)

Trustee-Trust holds>10% 6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

**BATTLECREEK, MI 49016-3599** 

(City) (Zip) 1.Title of 2. Transaction Date 2A. Deemed Security

(State)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

4. Securities TransactionAcquired (A) or Disposed of (D) Code (Instr. 8) (Instr. 3, 4 and 5)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed

4. 5. Number of (Month/Day/Year) Execution Date, if TransactionDerivative

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of **Underlying Securities** 

(9-02)

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	)	ear)	(Instr. 3 and	4)
				Code V	(A) (D	) Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Stock Units	\$ 44.46	02/17/2006		A	37.79	<u>(1)</u>	<u>(1)</u>	Common Stock	37.79
Stock Option	\$ 44.46	02/17/2006		A	421,410	02/17/2007	02/17/2016	Common Stock	421,41

# **Reporting Owners**

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

# **Signatures**

James K. Markey, Attorney-in-Fact 02/21/2006

\*\*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) According to the terms of the Executive Compensation Deferral Plan, the final value of phantom stock units is to be determined as of the last day of a reporting person's employment and may be paid only in cash.

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.

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