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VELLOCO CO

Form 4										
March 01, 2006										
FORM 4	UNITED	STATES		RITIES A			E COMMISSIO	-	PPROVAL 3235-02	87
Check this boy	ζ.			Shington	, D.C. 20			Expires:	January 3	
if no longer subject to Section 16. Form 4 or				SECU	RITIES		WNERSHIP OF	Estimated burden hou response	average urs per	0.5
Form 5 obligations may continue. See Instruction 1(b).	Section 17(a) of the l	Public U	Itility Hol	ding Cor		nge Act of 1934, t of 1935 or Secti 1940			
(Print or Type Respo	onses)									
1. Name and Addrese PEREZ WILLIA		Person <u>*</u>	Symbol	er Name and OGG CO		Trading	5. Relationship Issuer	of Reporting Per	rson(s) to	
(Last)	(First) (Middle)		of Earliest T			(Che	eck all applicabl	e)	
PO BOX 3599	(11151) (.	wildule)		Day/Year)	ransaction		X_ Director Officer (giv below)		% Owner her (specify	
	(Street)			endment, Day/Yea	-	ıl	6. Individual or Applicable Line) _X_ Form filed by Form filed by	-	Person	
BATTLE CREE	CK, MI 49010	5-3599					Person	whole than one R	epotting	
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	ansaction Date hth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	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)	
Reminder: Report of	n a separate line	e for each cl	ass of sec	urities benef	Perso inform requir	ons who res nation con red to resp ays a curre	or indirectly. spond to the collect tained in this form ond unless the fo ently valid OMB co	n are not rm	SEC 1474 (9-02)	

 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. Number	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Securi
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(Instr.

	Derivative Security				(A) or Dispose (D) (Instr. 3 and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	\$ 44.22	03/01/2006	А		45.23		<u>(1)</u>	<u>(1)</u>	Common Stock	45.23	\$

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
PEREZ WILLIAM D PO BOX 3599 BATTLE CREEK, MI 49016-3599	Х					
Signatures						
James K. Markey, Attorney-in-Fact	03/0	1/2006				
**Signature of Reporting Person	D	ate				

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 amended Kellogg Company Deferred Compensation Plan for Non-Employee Directors, final value of phantom stock units is to be determined as of date of reporting person's retirement and may be paid in cash or stock.

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.