

KELLOGG CO
Form 8-K
November 12, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **November 11, 2009**

Kellogg Company

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1-4171
(Commission

File Number)
One Kellogg Square

38-0710690
(IRS Employer

Identification No.)

Battle Creek, Michigan 49016-3599

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(Address of Principal executive offices, including Zip Code)

(269) 961-2000

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

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))

Item 8.01. Other Events

On November 11, 2009, Kellogg Company issued a press release announcing the Early Tender Date results, as of November 10, 2009, and the extension of the Early Tender Date, for its previously announced cash tender offer for up to \$500,000,000 aggregate principal amount of its 6.60% Notes due 2011, specified in its Offer to Purchase dated October 28, 2009. The Early Tender Date now expires at 5:00 p.m. New York City time on November 18, 2009. A copy of the press release announcing the extension and amendment is attached hereto as Exhibit 99.1 and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit 99.1 Press Release dated November 11, 2009

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

Date: November 11, 2009

Name: */s/ Gary H. Pilnick*
Gary H. Pilnick
Title: **Senior Vice President, General Counsel,**

Corporate Development and Secretary

EXHIBIT INDEX

Exhibit

| No. | Description |
|--------------|---------------------------------------|
| Exhibit 99.1 | Press Release dated November 11, 2009 |