

Edgar Filing: KELLOGG CO - Form 4

Director 10% Owner
 Officer (give title below) Other (specify below)

7. Individual or Joint/Group Filing (Check Applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of,
or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans- action Date (mm/dd/yy) | 2A. Deemed Execution Date, if any (mm/dd/yy) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | |
|---------------------------------------|--|---|---|---|--|------------------|-------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/31/02 | | J(1) | V | 275.339 | A | |
| | 12/31/02 | | J(1) | V | 41.84 | A | |
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FORM 4 (continued)

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

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| 1. Title of Derivative Security (Instr. 3) | Conversion or Exer- cise Price of Deriv- ative Secur- ity | 3. Trans- action Date (mm/dd/ yy) | 3A. Deemed Execut- ion Date if any (mm/dd/ yy) | 4. Trans- action Code (Instr. 8) ----- Code V | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares |
|--|--|--|---|--|--|---|--|
| Stock Option | \$23.875 | 4/28/00 | | | | 10/28/00 4/28/10 | Common Stock 5,000 |
| Stock Option | \$26.30 | 1/31/01 | | | | 7/31/01 1/31/11 | Common Stock 5,000 |
| Stock Option | \$30.775 | 1/31/02 | | | | 7/31/02 1/31/12 | Common Stock 5,000 |
| Stock Option | \$32.695 | 1/31/03 | | A V | 5,000 | 7/31/03 1/31/13 | Common Stock 5,000 |
| Phantom Stock Units | \$33.48 | 12/13/02 | | A V | 74.45 | | Common Stock 74.45 (2) |
| Phantom Stock Units | \$32.86 | 2/3/03 | | A V | 209.25 | | Common Stock 209.25 (2) |

Explanation of Responses:

- (1) Shares acquired by reinvestment of dividends under the Company's Dividend Reinvestment Plan.
- (2) 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.
- (3) Reflects fees.
- (4) Reflects dividend equivalents from automatic reinvestment of dividends.

s/ James K. Markey

February 4, 2003

**Signature of Reporting Person
James K. Markey, Attorney-in-Fact

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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