

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-10** | Period of Report: **2013-01-09**
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(HTML Version on secdatabase.com)

REPORTING OWNER

KELLOGG W K FOUNDATION

CIK: **1197916** | State of Incorp.: **MI** | Fiscal Year End: **0831**
Type: **4** | Act: **34** | File No.: **001-04171** | Film No.: **13522457**

Business Address
*ONE MICHIGAN AVE EAST
BATTLE CREEK MI 49017
2699692256*

ISSUER

KELLOGG CO

CIK: **55067** | IRS No.: **380710690** | State of Incorp.: **DE** | Fiscal Year End: **0103**
SIC: **2040** Grain mill products

Mailing Address
*ONE KELLOGG SQUARE
P O BOX 3599
BATTLE CREEK MI
49016-3599*

Business Address
*ONE KELLOGG SQ
P O BOX 3599
BATTLE CREEK MI
49016-3599
2699612000*

KELLOGG W K FOUNDATION TRUST

CIK: **1197921** | State of Incorp.: **MI** | Fiscal Year End: **0831**
Type: **4** | Act: **34** | File No.: **001-04171** | Film No.: **13522458**

Mailing Address
*500 GRANT STREET, ROOM
151-0410
THE BANK OF NEW YORK
MELLON TRUST CO. NA
PITTSBURGH PA 15258*

Business Address
*ONE MICHIGAN AVE EAST
BATTLE CREEK MI 49017
2699692256*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person KELLOGG W K FOUNDATION TRUST			2. Issuer Name and Ticker or Trading Symbol KELLOGG CO [K]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/09/2013					
THE BANK OF NEW YORK MELLON TRUST CO. NA, 500 GRANT STREET, ROOM 151-0410			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input type="checkbox"/> Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) PITTSBURGH, PA 15258								
(City)	(State)	(Zip)						

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/09/2013	01/09/2013	<u>S</u>		13,200	D	\$57	75,426,090 ⁽¹⁾	D ⁽¹⁾	
Common Stock								75,800 ⁽²⁾	I ⁽²⁾	See Foot Note ⁽²⁾

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLOGG W K FOUNDATION TRUST THE BANK OF NEW YORK MELLON TRUST CO. NA 500 GRANT STREET, ROOM 151-0410 PITTSBURGH, PA 15258		X		
KELLOGG W K FOUNDATION ONE MICHIGAN AVENUE EAST BATTLE CREEK, MI 49017-4058		X		

Explanation of Responses:

- 75,426,090 shares were owned following the reported transaction by the W.K. Kellogg Foundation Trust (the "Trust") of which Wenda W. Moore, Sterling K. Speirn, James M. Jenness, and The Bank of New York Mellon Trust Company, N.A. are Trustees and the W.K. Kellogg Foundation (the "Foundation") is the sole beneficiary.
- 75,800 shares were owned following the reported transaction by the Carrie Staines Kellogg Trust #5977 of which the Foundation is currently a beneficiary.

Remarks:

The sales reported on this Form 4 were made pursuant to trading instructions, given by the W.K. Kellogg Foundation Trust on May 9, 2012, that are intended to comply with Rule 10b5-1(c) under the Securities Exchange Act of 1934.

Signatures

[Natalie M. Boggs, Senior Associate, The Bank of New York Mellon Trust Company, N.A., 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 11/29/2011](#)

** Signature of Reporting Person

01/10/2013

Date

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.

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 Number.