

KELLOGG W K FOUNDATION

Form 4

March 19, 2012

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

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

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KELLOGG W K FOUNDATION  
TRUST**

(Last) (First) (Middle)

**THE BANK OF NEW YORK  
MELLON TRUST CO. NA, 500  
GRANT STREET, ROOM 151-0410**

(Street)

**PITTSBURGH, PA 15258**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**KELLOGG CO [K]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/16/2012**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_X\_\_ Form filed by More than One Reporting  
Person

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 03/16/2012                              |                                                             | S                        | 4,700 D \$ 53                                                              | 78,779,890 <sup>(1)</sup>                                                                                          | D <sup>(1)</sup>                                                     |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                          |                                                                            | 147,800 <sup>(2)</sup>                                                                                             | I <sup>(2)</sup>                                                     | See Foot<br>Note <sup>(2)</sup>                                   |

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

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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Benef<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                       |

## Reporting Owners

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

## 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

03/19/2012

\_\_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) 78,779,890 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.
- (2) 147,800 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

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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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