

KELLOGG W K FOUNDATION TRUST

Form 4

January 16, 2003

SEC Form 4

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| <p>FORM 4</p> <p>[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> | <p>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</p> <p>Washington, D.C. 20549</p> <p>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</p> <p>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</p> | <p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. 0.5</p> | |
| <p>1. Name and Address of Reporting Person* W.K Kellogg Foundation Trust</p> <p>(Last) (First) (Middle) The Bank of New York One Wall Street - 12th Floor</p> <p>(Street) New York, NY 10286</p> <p>(City) (State) (Zip)</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p>Kellogg K</p> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p> | <p>4. Statement for (Month/Day/Year)</p> <p>01/14/2003</p> <p>5. If Amendment, Date of Original (Month/Day/Year)</p> | <p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)</p> <p>Description</p> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |

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/D | Price | | | |
| Common Stock | 01/14/2003 | 01/14/2003 | S | | 3,800 | D | \$34.5 | 125,884,940 Note (1) | D Note (1) | Note (1) |
| | | | | | | | \$ | 721,920 Note (2) | I Note (2) | 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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following | 10. Ownership Form of Derivative | 11. Nature of Beneficial Ownership (Instr. 4) |
|--|---|--------------------------------------|-----------------------------------|--------------------------------|---|--|---|--|---|----------------------------------|---|
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| Security | Year) | (Month/ Day/ Year) | (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | | | | Title | Amount or Number of Shares | Reported Transaction(s) (Instr.4) | Securities: Direct (D) or Indirect (I) (Instr.4) |
|----------|-------|--------------------------|--|---|---|---|----|----|-------|--|---|--|
| | | | Code | V | A | D | DE | ED | | | | |
| | | | | | | | | | | | | |

Explanation of Responses:

(1) Shares are owned by the W.K. Kellogg Foundation Trust ("Trust") of which Jonathan T. Walton, William C. Richardson, Carlos Gutierrez, and The Bank of New York are Trustees and the W.K. Kellogg FOundation ("Foundation") is the sole beneficiary.

(2) Shares are owned by the Carrie Staines Kellogg Trust #5977 of which the Foundation is currently the beneficiary

By:

/s/ Sharon Reed

Vice President for The Bank of New York as Corporate Trustee

** Signature of Reporting Person

Date:

01/16/2003

SEC 1474 (9-02)

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.
 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.

Additional Information Reported For This Form

| | | |
|--|--|---|
| Name and Address of Reporting Person* W.K Kellogg Foundation Trust <hr/> (Last) (First) (Middle) The Bank of New York One Wall Street - 12th Floor <hr/> (Street) New York, NY 10286 <hr/> (City) (State) (Zip) | Issuer Name and Ticker or Trading Symbol Kellogg K | Statement for (Month/Day/Year) 01/14/2003 |
|--|--|---|

Joint Filer Information

Name: W.K. Kellogg Foundation

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Address: One Michigan Avenue East
Battle Creek, MI 49017-4058

Designated Filer: W.K. Kellogg Foundation Trust

Issuer & Ticker Symbol: Kellogg Company (K)

Date(s) of Event(s) Requiring Statement: 01/14/03

Signature: _____

Sharon Reed*

Vice President

The Bank of New York

*Signing pursuant to a power-of-attorney dated as of September 24, 2002.