

Edgar Filing: KELLOGG CO - Form 4

KELLOGG CO
Form 4
February 25, 2003

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

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(f) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person*

| | | |
|-----------------------------------|----------|------------|
| Kelly | Janet | Langford |
| (Last) | (First) | (Middle) |
| One Kellogg Square PO Box 3599 | | |
| | (Street) | |
| Battle Creek | MI | 49016-3599 |
| (City) | (State) | (Zip) |

2. Issuer Name and Ticker or Trading Symbol

Kellogg Company (K)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

February 21, 2003

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer
(Check all applicable)

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

Executive Vice President

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

- Form filed by one Reporting Person
- Form filed by more than one Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (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

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Response)

(Over)

FORM 4 (continued)

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 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 Exercise Price of Deriv- ative Secur- ity | 3. Trans- action Date (Month/ Day/ Year) | 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 | \$35.21875 | | | | 9/1/00 9/1/09 | Common Stock 125,000 |
| Stock Option | \$24.219 | | | | 1/31/01 1/31/10 | Common Stock 14,400 |
| Stock Option | \$27.425 | | | | 2/16/02 2/16/11 | Common Stock 15,175 |
| Stock Option | \$29.16 | | | | 7/31/01 1/31/10 | Common Stock 8,747 |
| Stock Option | \$30.645 | | | | 2/1/02 1/31/10 | Common Stock 10,083 |
| Stock Option(3) | \$34.635 | | | | 2/22/03 2/22/12 | Common Stock 127,900 |
| Stock Option | \$34.07 | | | | 8/19/02 1/31/10 | Common Stock 23,292 |
| Stock Option | \$31.485 | | | | 2/19/03 1/31/10 | Common Stock 12,591 |
| Stock Option | \$31.485 | | | | 2/19/03 2/16/11 | Common Stock 14,091 |
| Stock Option(4) | \$31.485 | 2/21/03 | A | 98,500 | 2/21/04 2/21/13 | Common Stock 98,500 |

Explanation of Responses:

- (1) As of 12/31/02.
- (2) Excludes dividends reinvested after 12/31/02.
- (3) The option became exercisable in two equal annual installments beginning February 22, 2003.
- (4) The option becomes exercisable in two equal annual installments beginning February 21, 2004.

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/s/ James K. Markey

February 25, 2003

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

Date

** 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 provided is insufficient, see Instruction 6 for procedure.

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