

Edgar Filing: GUTIERREZ CARLOS M - Form 4

GUTIERREZ CARLOS M
Form 4
February 19, 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*

Gutierrez	Carlos	M.
(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 17, 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)
Chairman of the Board, Chief Executive Officer
Co-Trustee of trust holding more than 10% of common stock(1)

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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

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 (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	
		Code	V	Amount	(A) or (D)
Common Stock	2/17/03	F		2,332	D \$31.935

* 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

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owned directly or indirectly.

(Print or Type Response)

(Over)

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)	2. Conver- sion or Exer- cise 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	\$50.125				8/7/98 3/14/07	Common Stock 40,024
Stock Option	\$50.125				8/7/97 1/21/04	Common Stock 1,550
Stock Option	\$44.9375				2/3/98 1/20/05	Common Stock 23,480
Stock Option	\$44.9375				2/3/98 1/21/04	Common Stock 11,092
Stock Option	\$44.9375				2/3/98 1/21/04	Common Stock 3,848
Stock Option	\$44.9375				2/3/98 3/15/06	Common Stock 41,589
Stock Option	\$43.9375				3/13/99 3/13/08	Common Stock 70,000
Stock Option	\$43.9375				3/13/99 3/13/08	Common Stock 13,505
Stock Option	\$40.1875				6/23/99 6/23/08	Common Stock 40,000
Stock Option	\$34.625				1/4/00 1/4/09	Common 80,000

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				Stock	
Stock Option	\$40.4063	2/2/99	3/15/06	Common Stock	3,037
Stock Option(4)	\$27.425	2/16/02	2/16/11	Common Stock	344,431
Stock Option	\$29.825	7/31/01	1/31/10	Common Stock	103,232
Stock Option	\$29.925	7/31/01	1/31/10	Common Stock	8,895
Stock Option	\$33.345	2/19/02	1/31/01	Common Stock	37,020
Stock Option	\$33.345	2/19/03	1/31/01	Common Stock	106,579
Stock Option(5)	\$34.635	2/22/03	2/22/12	Common Stock	550,000
Stock Option	\$34.07	8/19/02	2/16/11	Common Stock	162,564

Explanation of Responses:

- (1) Filer hereby disclaims beneficial ownership of shares held by the W. K. Kellogg Foundation Trust
- (2) As of 12/31/02.
- (3) Excludes dividends reinvested after 12/31/02.
- (4) The option became exercisable in two equal annual installments beginning February 16, 2002.
- (5) The option becomes exercisable in two equal annual installments beginning February 22, 2003.

/s/ James K. Markey

February 19, 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.