Edgar Filing: JORNDT DANIEL L - Form 4

JORNDT L Form 4	DANIEL L							
February 14							PPROVAL	
FOR	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							
Check if no lo subject Section Form 4	to STATEN 16.		ANGES IN	BENEFICIAL OV	Number: Expires: Estimated burden hou response	urs per		
Form 5 obligati may co <i>See</i> Ins 1(b).	Filed pur ions ntinue. truction	(a) of the Public	Utility Ho	he Securities Exchan Iding Company Act t Company Act of 1	of 1935 or Sectio	·	. 0.0	
	Address of Reporting	Symbo		d Ticker or Trading [K]	5. Relationship of Issuer			
(Last) (First) (Middle) PO BOX 3599			e of Earliest T h/Day/Year) 1/2006	Fransaction	(Check all applicable) <u>X</u> Director <u>10%</u> Owner Officer (give title <u>Other</u> (specify below)			
	(Street)	Filed(1	mendment, D Month/Day/Yea		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
BATTL E	CREEK, MI 4901	6-3599			Person	lore than One K	eporting	
(City)	(State)	(Zip) T	able I - Non-	Derivative Securities A	cquired, Disposed of	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year	Code	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or	SecuritiesHBeneficially(Owned(Following(Reported(Transaction(s)(6. Ownership Form: Direct D) or Indirect I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Ro	eport on a separate line	e for each class of s		Amount (D) Price ficially owned directly of Persons who res information cont	pond to the collec ained in this form	are not	SEC 1474 (9-02)	
					ond unless the form only valid OMB con			

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			(Inst

number.

	Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	\$ 43.57	02/14/2006	А		401.65		(1)	<u>(1)</u>	Common Stock	401.65

Reporting Owners

Reporting Owner Name / Address	Relationships						
r g ta ta ta ta ta	Director	10% Owner	Officer	Other			
JORNDT DANIEL L PO BOX 3599 BATTL E CREEK, MI 49016-3599	Х						
Signatures							
James K. Markey, Attorney-in-Fact	02/14/2006						
**Signature of Reporting Person	Da	ite					

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) According to the terms of the amended Kellogg Company Deferred Compensation Plan for Non-Employee Directors, final value of phantom stock units is to be determined as of date of reporting person's retirement and may be paid in cash or stock.

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.