

KELLOGG CO

Form 4

December 03, 2014

**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

OMB  
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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)  
**12/02/2014**

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 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)
Common Stock	12/02/2014	12/02/2014	S	V Amount (A) or (D) Price 110,200 D \$ 66.6009	71,274,190 (1)	D (1)	

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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

## Edgar Filing: KELLOGG CO - Form 4

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

## Reporting Owners

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

## Signatures

Natalie M. Boggs, Vice President, 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

12/03/2014

\_\_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) 71,274,190 shares were owned following the reported transactions by the W.K. Kellogg Foundation Trust (the "Trust") of which Wenda W. Moore, LaJune Montgomery Tabron, 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.

### Remarks:

The sales reported on this Form 4 were made pursuant to trading instructions, given by the W.K. Kellogg Foundation Trust on

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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