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KELLOGG CO
Form S-8 POS
September 29, 2003

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON SEPTEMBER 29, 2003

REGISTRATION NO. 333-56542

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

KELLOGG COMPANY
(Exact name of registrant as specified in its charter)

DELAWARE
(State or Other Jurisdiction of Incorporation
or Organization)

38-0710690
(I.R.S. Employer Identification No.)

ONE KELLOGG SQUARE
BATTLE CREEK, MICHIGAN
(Address of Principal Executive Offices)

49016-3599
(Zip Code)

KELLOGG COMPANY 2001 LONG-TERM INCENTIVE PLAN
(Full Title of the Plan)

JAMES MARKEY, VICE PRESIDENT AND CHIEF COUNSEL -- SECURITIES AND INTERNATIONAL
KELLOGG COMPANY
ONE KELLOGG SQUARE
BATTLE CREEK, MICHIGAN 49016-3599
(Name and Address of Agent for Service)

(269) 961-2000
(Telephone Number, Including Area Code, of Agent for Service)

EXPLANATORY NOTE

The remaining shares available for issuance under the Kellogg Company 2001 Long-Term Incentive Plan, have been incorporated into the Kellogg Company 2003 Long-Term Incentive Plan and will be issued pursuant to Kellogg Company 2003 Long-Term Incentive Plan. The remaining shares available for issuance under the Kellogg Company 2001 Long-Term Incentive Plan (5,089,496 remaining shares as of June 30, 2003 of a total 26,000,000 shares) were previously registered on Form S-8 Registration Statement (File No. 333-56542). Pursuant to Instruction E to Form S-8 and the telephonic interpretation of the Securities and Exchange Commission (the "Commission") set forth in No. 89 in the Securities Act Forms section of the Division of Corporation Finance's Manual of Publicly Available Telephone Interpretations (July 1997), the remaining shares available for issuance are carried forward to, deemed covered by, and will be issued pursuant to, the Form S-8 Registration Statement, filed on or about the date hereof in

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connection with the Kellogg Company 2003 Long-Term Incentive Plan.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Battle Creek, State of Michigan, on this 29th day of September, 2003.

KELLOGG COMPANY

By: /s/ Carlos M. Gutierrez

Carlos M. Gutierrez
Chairman and Chief
Executive Officer

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on the 29th day of September, 2003.

SIGNATURE	TITLE
/s/ Carlos M. Gutierrez ----- Carlos M. Gutierrez	Chairman and Chief Executive Officer (Principal Financial Officer)
/s/ John A. Bryant ----- John A. Bryant	Executive Vice President Officer (Principal Financial Officer)
/s/ Jeffrey M. Boromisa ----- Jeffrey M. Boromisa	Vice President Corporate (Principal Accounting Officer)
* ----- Benjamin S. Carson, Sr.	Director
* ----- John T. Dillon	Director

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Claudio X. Gonzalez

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Gordon Gund

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James M. Jenness

*

Dorothy A. Johnson

*

Ann McLaughlin Korologos

*

William D. Perez

*

William C. Richardson

*

John L. Zabriskie

*By: /s/ James Markey

James Markey
As Attorney-in-fact

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Director

Director

Director

Director

Director

Director

Director

Director

Director

September 29