BRYANT JOHN A 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

		of the Investmen	_	any Act of 1940	
[_]	Check box if no longer may continue. See Instr	-	on 16.	Form 4 or Form 5 obligation	ons
1.	Name and Address of Rep	orting Person*			
	Bryant	John		А	
	(Last) One Kellogg Square PO Box 3599	(First)		(Middle)	
		(Street)			
	Battle Creek	MI		49016-3599	
	(City)	(State)		(Zip)	
<u></u>	Issuer Name and Ticker	or Trading Symbol			
۷.					
	Kellogg Com	pany (k)			
3.	IRS Identification Numb	er of Reporting P	erson,	if an Entity (Voluntary)	
4.	Statement for Month/Yea	r			
	February 21	, 2003			
5.	If Amendment, Date of O	riginal (Month/Ye	ar)		
6.	Relationship of Reporti (Check all applicable)	ng Person to Issu	er		
	<pre>[_] Director [X] Officer (give titl</pre>	e below)		10% Owner Other (specify below)	
	Executive Vice	President - Chief	Finan	cial Officer	

7. Individual or Joint/Group Filing		able line	∋)					
<pre>[X] Form filed by one Reporting [_] Form filed by more than one</pre>		son						
					_			
Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
	2.	3. Transaction Code		4. Securities Acquired Disposed of (D) (Instr. 3, 4 and 1997)) nd 5)			
1. Title of Security (Instr. 3)	Transaction Date (mm/dd/yy)			Amount	(A) or (D)	Price		
Common Stock								
* If the Form is filed by more that 4(b)(v).						======		
Reminder: Report on a separate line for owned directly or indirectly		of secur	ities	beneficially				
(Print or	Type Response	÷)		(Over))			
FORM 4 (continued)								
Table II Derivative Securities Acc (e.g., puts, calls, warrants	-			_	_			

1. Title of Derivative Security		of action Deriv-Date ative (Monto Secur-Day/		Code (Instr. / 8)	Derivat Securit Acquire	5. Number of Derivative Securities Acquired (A) or Disposed		6. Date Exercisable and Expiration Date			
			action Date (Month/		of(D) (Instr. 3, 4 and 5)		(Month/Day/Year) Date Expira- Exer- tion			Amount or Number of	
(Inst:	r. 3) 	ity 	Year) 	Code V	(A)	(D)	cisable 	Date 	Title 	Shares	
Stock	Option	\$43.937					3/13/00	3/13/08	Common Stock	2,925	
Stock	Option	\$34.625					1/4/01	1/4/09	Common Stock	10,000	
Stock	Option	\$24.219					1/31/01	1/31/10	Common Stock	3,748	
Stock	Option	\$27.425					2/16/02 2	2/16/11	Common Stock	41,600	
Stock	Option(3)	\$34.635					2/22/03 2	2/22/12	Common Stock	123 , 900	
Stock	Option	\$31.86					11/5/02	1/31/10	Common Stock	4 , 859	
Stock	Option(4)	\$30.18	2/21/03	A 1	15,000		2/21/04 2	2/21/13	Common Stock	115,000	

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.

**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.

Page 2