

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)

|  |  |
|--|--|
| <input checked="" type="checkbox"/> Director                   | <input checked="" type="checkbox"/> 10% Owner  |
| <input checked="" type="checkbox"/> Officer (give title below) | <input type="checkbox"/> 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.<br>Title of Security<br>(Instr. 3) | 2.<br>Transaction<br>Date<br>(mm/dd/yy) | 3.<br>Transaction<br>Code<br>(Instr. 8) |   | 4.<br>Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |                  |          |
|---------------------------------------|---|---|---|--|------------------|----------|
|                                       |   | Code                                    | V | Amount   | (A)<br>or<br>(D) | Price    |
| 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.<br>Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conver-<br>sion<br>or<br>Exer-<br>cise<br>Price<br>of<br>Deriv-<br>ative<br>Secur-<br>ity | 3.<br>Trans-<br>action<br>Date<br>(Month/<br>Day/<br>Year) | 4.<br>Trans-<br>action<br>Code<br>(Instr. 8)<br>-----<br>Code V | 5.<br>Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed<br>of (D)<br>(Instr. 3,<br>4 and 5)<br>-----<br>(A) (D) | 6.<br>Date<br>Exercisable and<br>Expiration Date<br>(Month/Day/Year)<br>-----<br>Date Expiration<br>Exer- tion<br>cisable Date | 7.<br>Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4)<br>-----<br>Amount<br>or<br>Number<br>of<br>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.

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