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KELLOGG CO
Form S-8
September 29, 2003

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

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

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)

THE KELLOGG COMPANY - BAKERY, CONFECTIONERY, TOBACCO WORKERS AND GRAIN MILLERS
SAVINGS AND INVESTMENT 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)

CALCULATION OF REGISTRATION FEE

| TITLE OF SECURITIES TO BE REGISTERED) | AMOUNT TO BE REGISTERED (1) | PROPOSED MAXIMUM OFFERING PRICE PER SHARE (2) | PROPOSED MAX AGGREGATE OFF PRICE (2) |
|--|--------------------------------|---|--|
| Common Stock par value \$.25 per share | 24,000,000 | \$33.175 | \$796,200,00 |

1. In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to The Kellogg Company - Bakery, Confectionery, Tobacco Workers and Grain Millers Savings and Investment Plan.

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2. Computed in accordance with Rule 457(h) under the Securities Act of 1933 solely for the purpose of calculating the registration fee. Computation based upon the average of the high and low prices of the common stock of the Registrant as reported on the New York Stock Exchange as of September 24, 2003.

REGISTRATION OF ADDITIONAL SECURITIES

This Form S-8 Registration Statement is filed pursuant to General Instruction E for the purpose of registering 18,000,000 additional shares of common stock, par value \$0.25 per share ("Common Stock"), of Kellogg Company (the "Registrant"), issuable pursuant to The Kellogg Company - Bakery, Confectionery, Tobacco Workers and Grain Millers Savings and Investment Plan. The contents of the Registrant's previously filed Form S-8 Registration Statement (File No. 333-27294), as filed with the Securities and Exchange Commission (the "Commission") on March 3, 1989, are incorporated herein by reference to the extent not otherwise amended or superseded by the contents hereof.

PART I INFORMATION REQUIRED IN SECTION 10(a) PROSPECTUS

We shall send or give to each participant in The Kellogg Company - Bakery, Confectionery, Tobacco Workers and Grain Millers Savings and Investment Plan the document(s) containing the information specified in Part I of Form S-8 as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended (the "Securities Act"). In accordance with the rules and regulations of the Commission, such documents are not being filed with or included in this Registration Statement. These documents and the documents incorporated by reference into this Registration Statement pursuant to taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents that have been filed with the Commission by the Registrant are incorporated herein by reference:

(a) The Registrant's registration statement on Form S-8 filed March 3, 1989 (file no. 33-27294);

(b) The Registrant's annual report with respect to The Kellogg Company - Bakery, Confectionery, Tobacco Workers and Grain Millers Savings and Investment Plan on Form 11-K for the year ended December 31, 2002, filed June 26, 2003;

(c) The Registrant's annual report on Form 10-K for the fiscal year ended December 28, 2002 (File No. 1-4171), containing audited financial statements for the Registrant's latest fiscal year;

(d) The Registrant's quarterly reports on Form 10-Q for the quarters ended March 29, 2003 and June 28, 2003 (File No. 1-4171);

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(e) The Registrant's current report on Form 8-K dated June 5, 2003;

(f) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), (File No. 1-4171) since the end of the fiscal year covered by the Annual Report on Form 10-K referenced above; and

(g) The description of the Registrant's common stock, par value \$.25 per share, which is contained in Item 14 of the Registrant's Application for Registration of Securities on a National Securities Exchange on Form 10 dated March 20, 1959 filed with the Commission (File No. 1-4171) under the Exchange Act, including any subsequent amendment or any report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold are deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the respective dates of filing of such documents.

2

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 8. EXHIBITS

| EXHIBIT NUMBER | DESCRIPTION OF EXHIBIT |
|----------------|--|
| 4.1 | Amended and Restated Certificate of Incorporation of Kellogg Company, incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-8, file number 333-56536. |
| 4.2 | By-laws of Kellogg Company, as amended, incorporated by reference to Exhibit 3.02 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 28, 2002, Commission file number 1-4171. |
| 4.3 | The Kellogg Company - Bakery, Confectionery, Tobacco Workers and Grain Millers Savings and Investment Plan, as amended and restated. |
| 5.1 | Opinion of the Registrant's Vice President and Chief Counsel -- Securities and International as to the legality of the additional securities being registered. |
| 23.1 | Consent of the Registrant's Vice President and Chief Counsel -- Securities and International (included in opinion filed as Exhibit 5.1). |

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23.2 Consent of PricewaterhouseCoopers LLP.

24.1 Powers of Attorney.

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 of the Board
and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, the Kellogg Company American Federation of Grain Millers Administrative Committee, appointed by the Board to administer The Kellogg Company - Bakery, Confectionery, Tobacco Workers and Grain Millers Savings and Investment Plan, has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized in the City of Battle Creek, State of Michigan, on this 29th day of September, 2003.

The Kellogg Company - Bakery,
Confectionery, Tobacco Workers and
Grain Millers Savings and Investment
Plan
By: /s/ Frank Hardgrove

Frank Hardgrove
Chairman of the Kellogg Company
American Federation of Grain
Millers Administrative Committee

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 of the Board and
Principal Executive Officer

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/s/ John A. Bryant

Executive Vice President
Officer (Principal Fin

John A. Bryant

/s/ Jeffrey M. Boromisa

Senior Vice President
Controller (Principal Ac

Jeffrey M. Boromisa

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Director

Benjamin S. Carson, Sr.

*

Director

John T. Dillon

*

Director

Claudio X. Gonzalez

*

Director

Gordon Gund

*

Director

James M. Jenness

*

Director

Dorothy A. Johnson

*

Director

L. Daniel Jorndt

*

Director

Ann McLaughlin Korologos

*

Director

William D. Perez

*

Director

William C. Richardson

*

Director

John L. Zabriskie

*By: /s/ James Markey

September 29

James Markey
As Attorney-in-fact

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INDEX TO EXHIBITS TO REGISTRATION STATEMENT ON FORM S-8

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