

Edgar Filing: KELLOGG CO - Form SC 13G/A

KELLOGG CO  
Form SC 13G/A  
February 08, 2002

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

SCHEDULE 13G  
(Rule 13d-102)

Information to be Included in Statements Filed Pursuant to  
Rules 13d-1(b), (c) and (d) and Amendments Thereto  
Filed Pursuant to Rule 13d-2(b)  
(Amendment No. 25)\*

Kellogg Company

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

487836108

-----  
(CUSIP Number)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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-----  
CUSIP NO. 487836108

Page 2 of 9 pages  
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-----  
1 NAMES OF REPORTING PERSONS.  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY).

The Bank of New York Company, Inc.  
(I.R.S. 13-2614959)

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

A New York Corporation

5 SOLE VOTING POWER  
NUMBER OF SHARES 210,217

6 SHARED VOTING POWER  
BENEFICIALLY OWNED BY 129,027,868

7 SOLE DISPOSITIVE POWER  
EACH REPORTING PERSON 136,292

8 SHARED DISPOSITIVE POWER  
WITH 128,115,183

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
129,238,085

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
31.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
HC

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS.  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY).

Carlos M. Gutierrez

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER  
NUMBER OF SHARES 543,078

6 SHARED VOTING POWER  
BENEFICIALLY OWNED BY 128,037,540

7 SOLE DISPOSITIVE POWER  
EACH REPORTING PERSON 536,105

8 SHARED DISPOSITIVE POWER  
WITH 128,037,540

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

128,580,618

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

31.5%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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-----  
1 NAMES OF REPORTING PERSONS.  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY).

William C. Richardson

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)   
(b)

-----  
3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

-----  
5 SOLE VOTING POWER  
NUMBER OF SHARES 12,325

-----  
6 SHARED VOTING POWER  
BENEFICIALLY OWNED BY 128,759,460

-----  
7 SOLE DISPOSITIVE POWER  
EACH REPORTING PERSON 5,400

-----  
8 SHARED DISPOSITIVE POWER  
WITH 128,759,460

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
128,771,785

-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  
[ ]

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
31.6%

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12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS.  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY).

Jonathan T. Walton

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER

NUMBER OF  
SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY  
OWNED BY 128,037,540

7 SOLE DISPOSITIVE POWER

EACH  
REPORTING  
PERSON 0

8 SHARED DISPOSITIVE POWER

WITH  
128,037,540

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

128,037,540

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

31.4%

-----  
12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

-----  
\*SEE INSTRUCTIONS BEFORE FILLING OUT!

Schedule 13G  
Issuer: Kellogg Company  
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This Schedule 13G is being filed as Amendment No. 25 to the Schedule 13G dated April 23, 1979 filed on behalf of Harris Trust and Savings Bank, Lyle C. Roll, Russell G. Mawby and William V. Bailey as trustees of the W.K. Kellogg Foundation Trust (the "Trust") with respect to shares of common stock of Kellogg Company (the "Shares").

This Amendment No. 25 is being filed by The Bank of New York as trustee of the Trust, on behalf of the Trust and on behalf of itself, Carlos M. Gutierrez, William C. Richardson and Jonathan T. Walton, as all of the trustees of the Trust for the year ending December 31, 2001.

The number of Shares beneficially owned by each of The Bank of New York and certain of its affiliates, Carlos M. Gutierrez, William C. Richardson and Jonathan T. Walton, individually, as fiduciary or otherwise, is hereinafter reported. The number of Shares beneficially owned collectively by such persons is 130,515,408, which is 32.0% of the Shares outstanding. Of this amount 128,037,540 Shares, or 31.4% of the Shares outstanding, represent Shares owned in a fiduciary capacity on behalf of the Trust. Shares owned in other fiduciary capacities are noted on Exhibit 99.1.

The number of reported Shares for Carlos M. Gutierrez includes 457,256 Shares that Mr. Gutierrez may acquire within 60 days of December 31, 2001 by exercising options granted to him under the Kellogg Company Key Employee Incentive Plan. The number of reported Shares for William C. Richardson includes 5,000 Shares that Dr. Richardson may acquire within 60 days of December 31, 2001 by exercising options granted to him under the Kellogg Company Non-Employee Director Stock Plan.

Item 1. (a) Name of Issuer:  
-----

Kellogg Company

(b) Address of Issuer's Principal Executive Offices:  
-----

One Kellogg Square  
Battle Creek, Michigan 49016-3599

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Item 2. (a) Name of Persons Filing:

-----

The Bank of New York Company, Inc.

Carlos M. Gutierrez  
William C. Richardson  
Jonathan T. Walton

(b) Address of Principal Business Office :

-----

Person Filing

-----

Address

-----

The Bank of New York Company, Inc.

One Wall Street  
New York, NY 10286

Carlos M. Gutierrez

One Kellogg Square  
P. O. Box 3599  
Battle Creek, Michigan 49016

William C. Richardson

W.K. Kellogg Foundation  
One Michigan Avenue East  
Battle Creek, Michigan 49017

Jonathan T. Walton

37 Warner Rd.  
Grosse Pointe Farms, Michigan 48236

Schedule 13G

Issuer: Kellogg Company

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(c) Citizenship:

-----

The Bank of New York Company, Inc.  
Carlos M. Gutierrez  
William C. Richardson  
Jonathan T. Walton

-A New York Corporation  
-U.S. Citizen  
-U.S. Citizen  
-U.S. Citizen

(d) Title of Class of Securities:

-----

All persons filing - common stock

(e) CUSIP Number:

-----

All persons filing - 487836108

Item 3. (a) - (j)

This statement is being filed pursuant to Rule 13d-1(d).

Item 4. Ownership:

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(a) Amount Beneficially Owned as of December 31, 2001:  
-----

|                                    |              |
|------------------------------------|--------------|
| The Bank of New York Company, Inc. | -129,238,086 |
| Carlos M. Gutierrez                | -128,580,618 |
| William C. Richardson              | -128,771,785 |
| Jonathan T. Walton                 | -128,037,540 |

(b) Percent of Class:  
-----

|                                    |   |       |
|------------------------------------|---|-------|
| The Bank of New York Company, Inc. | - | 31.7% |
| Carlos M. Gutierrez                | - | 31.5% |
| William C. Richardson              | - | 31.6% |
| Jonathan T. Walton                 | - | 31.4% |

(c) Number of shares as to which such person has:  
-----

(i) Sole power to vote or to direct the vote:

|                                    |   |         |
|------------------------------------|---|---------|
| The Bank of New York Company, Inc. | - | 210,217 |
| Carlos M. Gutierrez                | - | 543,078 |
| William C. Richardson              | - | 12,325  |
| Jonathan T. Walton                 | - | 0       |

(ii) Shared power to vote or to direct the vote:

|                                    |              |
|------------------------------------|--------------|
| The Bank of New York Company, Inc. | -129,027,868 |
| Carlos M. Gutierrez                | -128,037,540 |
| William C. Richardson              | -128,759,460 |
| Jonathan T. Walton                 | -128,037,540 |

Schedule 13G  
Issuer: Kellogg Company  
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(iii) Sole power to dispose or to direct the disposition of:

|                                    |   |         |
|------------------------------------|---|---------|
| The Bank of New York Company, Inc. | - | 136,292 |
| Carlos M. Gutierrez                | - | 536,105 |
| William C. Richardson              | - | 5,400   |
| Jonathan T. Walton                 | - | 0       |

(iv) Shared power to dispose or to direct the disposition of:

|                                    |              |
|------------------------------------|--------------|
| The Bank of New York Company, Inc. | -128,115,183 |
| Carlos M. Gutierrez                | -128,037,540 |
| William C. Richardson              | -128,759,460 |
| Jonathan T. Walton                 | -128,037,540 |

Item 5. Ownership of Five Percent or Less of a Class:  
-----

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person:



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-----  
See Exhibit 99.1

Item 7. Identification and Classification of the Subsidiary Which Acquired  
the Security Being Reported on By the Parent Holding Company:  
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The Bank of New York Company, Inc., a parent holding company, is  
filing with respect to its following subsidiaries:

The Bank of New York  
One Wall Street  
New York, NY 10286

The Bank of New York Trust Company  
123 Main Street  
White Plains, New York 10601

Item 8. Identification and Classification of Members of the Group:  
-----

See Exhibits 99.2 and 99.3

Item 9. Notice of Dissolution of Group:  
-----

Not Applicable

Item 10. Certification:  
-----

Not Applicable

Schedule 13G  
Issuer: Kellogg Company  
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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we  
certify that the information set forth in this statement is true, complete and  
correct.

Dated: February 8, 2002

The Bank of New York, as trustee of the  
W.K. Kellogg Foundation Trust

By /s/ Sharon L. Reed  
-----

Sharon L. Reed  
Vice President

Carlos M. Gutierrez

/s/ Sharon L. Reed  
-----

By his attorney in fact,  
Sharon L. Reed

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William C. Richardson

/s/ Sharon L. Reed  
-----

By his attorney in fact,  
Sharon L. Reed

Jonathan T. Walton

/s/ Sharon L. Reed  
-----

By his attorney in fact,  
Sharon L. Reed

FORM 13G

EXHIBIT INDEX  
-----

| Exhibit No.<br>----- | Exhibit<br>-----   |
|----------------------|--|
| Exhibit 24.1         | Power of Attorney of Carlos M. Gutierrez dated September 7, 2000 (incorporated by reference to Exhibit 24.1 to Amendment No. 24 to this Schedule 13G filed on February 12, 2001 ("Amendment No. 24")). |
| Exhibit 24.2         | Power of Attorney of William C. Richardson dated September 7, 2000 (incorporated by reference to Exhibit 24.2 to Amendment No. 24).  |
| Exhibit 24.3         | Power of Attorney of Jonathan T. Walton dated September 7, 2000 (incorporated by reference to Exhibit 24.3 to Amendment No. 24).   |
| Exhibit 99.1         | Ownership of More Than 5 Percent on Behalf of Another Person.  |
| Exhibit 99.2         | Identity of Each Person Filing This Schedule 13G.  |
| Exhibit 99.3         | Agreement Pursuant to Rule 13d-1(k)(1)(iii).   |