

KELLOGG CO  
Form 10-Q/A  
August 20, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q/A**

Amendment No. 1

**QUARTERLY REPORT UNDER SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**  
For the quarterly period ended July 3, 2010

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-4171

**KELLOGG COMPANY**

State of Incorporation Delaware

IRS Employer Identification No.38-0710690

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

Registrant's telephone number: 269-961-2000

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

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Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

Common Stock outstanding as of July 31, 2010 377,760,342 shares

KELLOGG COMPANY

Explanatory Note

The purpose of this Amendment No. 1 on Form 10-Q/A to Kellogg Company's quarterly report on Form 10-Q for the period ended July 3, 2010, filed with the Securities and Exchange Commission on August 9, 2010 (the Form 10-Q), is solely to furnish Exhibit 101 to the Form 10-Q in accordance with Rule 405 of Regulation S-T. Exhibit 101 consists of the following materials from Kellogg Company's Form 10-Q, formatted in XBRL (eXtensible Business Reporting Language):

|         |   |
|---------|---|
| 101.INS | XBRL Instance Document                        |
| 101.SCH | XBRL Taxonomy Extension Schema                |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase  |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase   |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase        |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase |

No other changes have been made to the Form 10-Q. This Amendment No. 1 speaks as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the original Form 10-Q.

Pursuant to Rule 406T of Regulation S-T, the interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

KELLOGG COMPANY

Exhibit Index

**Item 6. Exhibits**

(a) Exhibit Index:

|           |   |
|-----------|---|
| *31.1     | Rule 13a-14(e)/15d-14(a) Certification from A.D. David Mackay   |
| *31.2     | Rule 13a-14(e)/15d-14(a) Certification from Ronald L. Dissinger |
| *32.1     | Section 1350 Certification from A.D. David Mackay               |
| *32.2     | Section 1350 Certification from Ronald L. Dissinger             |
| **101.INS | XBRL Instance Document  |
| **101.SCH | XBRL Taxonomy Extension Schema                                  |
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| **101.LAB | XBRL Taxonomy Extension Label Linkbase                          |
| **101.PRE | XBRL Taxonomy Extension Presentation Linkbase                   |

\* Previously filed or furnished as an exhibit to Kellogg Company's Quarterly Report on Form 10-Q for the quarterly period ended July 3, 2010.

\*\* Furnished with this Form 10-Q/A

KELLOGG COMPANY

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

KELLOGG COMPANY

/s/ Ronald L. Dissinger  
Ronald L. Dissinger  
Principal Financial Officer;

Senior Vice President and Chief Financial Officer

/s/ Alan R. Andrews  
Alan R. Andrews  
Principal Accounting Officer;

Vice President Corporate Controller

Date: August 20, 2010