

KELLOGG CO  
Form DEFA14A  
April 09, 2010

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

Washington, D.C. 20549

**SCHEDULE 14A**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-11(c) or §240.14a-12

**KELLOGG COMPANY**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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x No fee required.

.. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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April 9, 2010

To: Employee Shareowners

From: David Mackay, President and Chief Executive Officer  
Gary Pilnick, Senior Vice President, General Counsel, Corporate Development and Secretary

**YOUR VOTE IS IMPORTANT**  
**PLEASE VOTE YOUR PROXY TODAY**

We have previously delivered to you proxy materials in connection with the Annual Meeting of Shareowners of Kellogg Company ( Kellogg or the Company ) to be held on April 23, 2010. Our records indicate we have not yet received your vote for the 2010 Annual Meeting. **Your vote is important. Please vote today to ensure your shares are represented at this important meeting.**

As a participant in a Kellogg employee plan holding Kellogg common stock, you may vote on the following proposals:

1. election of directors (term expires 2013);
2. ratification of the appointment of PriceWaterhouseCoopers LLP, as Kellogg s independent registered accounting firm for fiscal year 2010; and
3. a shareowner proposal to adopt simple majority vote.

Our Board of Directors recommends that you vote **FOR** each of the director nominees in proposal #1, **FOR** proposal #2, and **AGAINST** proposal #3. The Board s rationale for these recommendations is set forth in our proxy statement.

To vote your shares held in the Company s employee plans, please follow the directions on the enclosed proxy card. Your vote regarding plan shares must be received as soon as possible.

**If you also hold shares in a brokerage account and/or in your own name, you received separate proxy card(s) to vote those shares.** To ensure that *all* of your shares are voted at the Annual Meeting, follow the instructions on each proxy card that you receive.

To view or print a copy of our proxy statement or annual report on Form 10-K, go to <http://investor.kelloggs.com>.

Thank you for voting, and your cooperation and continued support.