

KEYBANK NATIONAL ASSOCIATION/OH  
Form SC 13G/A  
February 12, 2002

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Kellogg Company  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

487836108  
(Cusip Number)

December 31, 2001  
(Date of Event Which Requires Filing of this Statement)

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 the  
disclosures 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).

(Continued on the following page(s))

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CUSIP No.

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487836108

1

Name of Reporting Person

S.S. or I.R.S. Identification No. of Above Person

KeyCorp

I.R.S. Employer Identification No. 34-6542451

2

Check the Appropriate Box if a Member of a Group\*

(a)

Not Applicable

(b)

Not Applicable

3

SEC Use Only

4

Citizenship or Place of Organization

State of Ohio

Number of Shares

Beneficially Owned

By Each Reporting Person

With

5

Sole Voting Power

3,548,083

6

Shared Voting

Power

5,100

7

Sole Dispositive

Power

33,301,846

8

Shared Dispositive Power

551,632

9

Aggregate Amount Beneficially Owned by Each Reporting Person

33,853,478

10

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Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*  
Not applicable

11  
Percent of Class Represented by Amount in Row 9  
8.346%

12  
Type of Reporting Person\*  
HC

SEC 1745 (6-80)

\*SEE INSTRUCTIONS BEFORE FILLING OUT

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

SCHEDULE 13G

Under the Securities and Exchange Act of 1934

Item 1 (a). Name of Issuer:

Kellogg Company

Item 1 (b). Address of Issuer's principal executive offices:

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

Item 2 (a). Name of person filing:

KeyCorp

Item 2 (b). Address of principal business office:

127 Public Square  
Cleveland, Ohio 44114-1306

Item 2 (c). Place of organization:

State of Ohio

Item 2 (d). Title of class of securities:

Common Stock

Item 2 (e). CUSIP Number:

487836108

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or  
13d - 2 (b), indicate type of person filing:

Person filing is a Parent Holding Company, in accordance with

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240.13d - 1(b) (ii) (G)

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Item 4.

Ownership:

33,853,478

(a) Amount of beneficially owned:

Shares

(b) Percent of class:

8.346%

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

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

3,548,083

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

5,100

(iii) Sole power to dispose or to direct the disposition of

33,301,846

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

551,632

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:

Other persons are known to have the right to receive or the power to direct the receipt of dividends or the proceeds from the sale of these securities. Those persons whose interest relates to more than five percent of the class are:

Not Applicable

Item 7.

Identification and classification of the subsidiaries which acquired the security being reported on by the parent holding company:

Identification: KeyBank National Association

Classification: (B) Banks as defined by Section 3 (A) (6) of the act.

Identification: Victory Capital Management

Classification: Registered investment advisor

Item 8.

Identification and classification of members of the group:

Not Applicable

Item 9.

Notice of dissolution of group:

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Not Applicable

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Item 10. Certification

The undersigned expressly declares that the filing of the Schedule 13G shall not be construed as an admission that the undersigned is, for purposes of Section 13(d) and 13(g) of the Securities Exchange Act of 1934, the beneficial owner of any securities covered by this Schedule 13G.

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

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

Date:

February 12, 2002

KeyBank National Association

By:

/s/ Diane L. Wozniak

Diane L. Wozniak  
Assistant Vice President

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