

GUND GEORGE III
Form SC 13G/A
February 15, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934

(Amendment No. 34)

Kellogg Company

(Name of Issuer)

Common Stock

(Title of Class of Securities)

487836 10 8

(CUSIP Number)

December 31, 2012

(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)

x Rule 13d-1(d)

1. Name of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

George Gund III

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

USA

5. Sole Voting Power

Number of

shares 36,075
6. Shared Voting Power

beneficially

owned by 30,877,703
each 7. Sole Dispositive Power

reporting

person 36,075
8. Shared Dispositive Power

with

3,870,266

9. Aggregate Amount Beneficially Owned by Each Reporting Person

30,913,778

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

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11. Percent of Class Represented by Amount in Row 9

8.6%

12. Type of Reporting Person

IN The filing of this statement should not be construed as an admission that the reporting person is, for the purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, the beneficial owner of all securities covered by this statement.

CUSIP NO. 487836 10 8

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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). **Names of Person Filing:**

George Gund III

Item 2(b). **Address of Principal Business Office:**

39 Mesa Street, Suite 300, San Francisco, CA 94129

Item 2(c). **Citizenship:**

USA

Item 2(d). **Title of Class of Securities:**

Common Stock

Item 2(e). **CUSIP No.:**

487836 10 8

Item 3. **If this statement is filed pursuant to Secs. 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

Not Applicable

Item 4. **Ownership**

The following information relates to George Gund III's beneficial ownership and shared voting or dispositive authority over shares of Common Stock as of December 31, 2012.

(a) **Amount beneficially owned:**

30,913,778

8.6% (b) **Percent of class:**

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

36,075 (i) **Sole power to vote or to direct the vote:**

(ii) **Shared power to vote or to direct the vote:**
30,877,703 (Includes 2,062,398 shares held by a nonprofit foundation of which the reporting person is one of eight trustees and one of twelve members, as to such shares any beneficial ownership is hereby disclaimed.)

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

36,075

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

3,870,266 (Includes 2,062,398 shares held by a nonprofit foundation of which the reporting person is one of eight trustees and one of twelve members, as to such shares any beneficial ownership is hereby disclaimed.)

George Gund III died on January 15, 2013. At the time of his death, his interest in the shares of Common Stock with respect to which he formerly held voting and dispositive authority terminated. Only certain of those rights have transferred to his trust estate, but the trust estate's beneficial ownership is less than 5 percent of the issued and outstanding Common Stock of the issuer.

Item 5. **Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following .

This statement is being filed to report the fact that as of January 15, 2013, George Gund III ceased to be the beneficial owner of more than 5 percent of the class of securities.

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 from, or the proceeds from the sale of, these securities. Those persons whose interest relates to more than five percent of the class are:

KeyBank National Association, as trustee of certain trusts

Item 7. **Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person**

Not Applicable

Item 8. **Identification and Classification of Members of the Group**

Not Applicable

Item 9. **Notice of Dissolution of Group**

Not Applicable

Item 10. **Certifications**

Not Applicable

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The filing of this statement should not be construed as an admission that the reporting person is, for the purposes of Section 13(d) or 13(g) of the Act, the beneficial owner of any securities covered by this statement.

SIGNATURE

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.

Dated: February 8, 2013

GEORGE GUND III TRUST UNDER AGREEMENT DATED
NOVEMBER 28, 2012

DORSEY & WHITNEY TRUST COMPANY, LLC, Trustee

By: /s/ Sonny Miller
Its: Vice President

/s/ Iara Lee
Iara Lee, Trustee

/s/ George Gund IV
George Gund IV, Trustee

/s/ Gordon Gund*
Gordon Gund, Trustee

* THIS AMENDMENT #34 TO SCHEDULE 13G HAS BEEN RE-FILED IN ITS ENTIRETY WITHOUT CHANGE TO REFLECT A CORRECTION DUE TO A TYPOGRAPHICAL ERROR IN THE CONFORMED SIGNATURE.