

KELLOGG COMPANY
BOARD OF DIRECTORS

COMPENSATION COMMITTEE

CHARTER

February 17, 2006

Purpose

The Compensation Committee shall discharge the Board's responsibilities relating to compensation of the Company's officers and key executives. The Committee has overall responsibility for approving and evaluating officer and key executive compensation plans, policies and programs of the Company.

Committee Membership and Function

The Compensation Committee shall consist of no fewer than three members and would generally be expected to meet at least three times a year. The members of the Compensation Committee shall meet the independence requirements of the New York Stock Exchange and any other requirements in the benefit plans that the Compensation Committee administers, with the Board to affirmatively determine that the members are independent, and disclose that determination, to the extent required. The Chair of the Compensation Committee is delegated the authority to approve off-cycle compensation for employees of the Company (other than members of the Executive Management Committee), but shall report any such compensation for senior executives at the next Compensation Committee meeting.

Committee Authority and Responsibilities

1. The Compensation Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of CEO or senior executive compensation and shall have sole authority to approve the consultant's fees and other retention terms. The Compensation Committee shall also have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Company shall provide adequate funding, as determined by the Committee, for the matters referenced in this paragraph.
2. The Compensation Committee, together with all other independent members of the Board, shall annually review and approve corporate goals and objectives relevant to the CEO's compensation and recommend to the independent members of the Board for their approval the CEO's compensation levels (including, but not limited to, the annual base salary level, annual incentive opportunity level, and long-term incentive opportunity

- level). In recommending the long-term incentive component of the CEO's compensation, the Compensation Committee will consider the Company's performance on measures set from time to time by the Committee, the value of similar incentive awards granted to CEOs at comparable companies, the awards given to the CEO in past years, and relative shareholder return.
3. The Compensation Committee shall oversee the evaluation of all other senior executives and annually review and make recommendations to the Board with respect to the compensation of such senior executives.
 4. The Compensation Committee shall review and monitor, overall compensation for the Company's senior executives, including compensation policies and practices, perquisites and other fringe benefits.
 5. The Compensation Committee shall review and recommend to the Board the adoption or termination of any significant employee benefit plan, including incentive-compensation plans and equity-based plans.
 6. The Compensation Committee shall also administer employee benefit plans of the Company and its subsidiaries, to the extent provided in those plans, and shall review trends in management compensation.
 7. The Compensation Committee shall produce an annual report on executive compensation for inclusion in the Company's proxy statement, to the extent required, and generally oversee the Company's compliance with the compensation reporting requirements of the SEC.
 8. The Compensation Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

Administrative Matters

The members of this Committee shall be appointed by the Board of Directors on the recommendation of the Nominating and Corporate Governance Committee and may be removed or replaced by the Board. The Chairperson of this Committee shall also be appointed by the Board of Directors on the recommendation of the Nominating and Corporate Governance Committee.

A majority of the members of this Committee shall constitute a quorum for the transaction of business, and the act of the majority of Committee members present at a meeting where a quorum is present shall be the act of this Committee, unless a different vote is required by express provision of law, the Bylaws or the Certificate of Incorporation. Unless otherwise provided by the Bylaws or the Certificate of Incorporation: (i) any action required or permitted to be taken at any meeting of this Committee may be taken without a meeting if all of the members consent thereto (a) in writing or (b) by electronic transmission and such writings or transmissions are filed with the minutes of this Committee; and (ii) members of this Committee may participate in a

meeting by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence at such a meeting.

This Committee may form and delegate authority to subcommittees or the Chair when appropriate. Except as expressly provided in this Charter, the Bylaws or the Certificate of Incorporation, this Committee may fix its own rules of procedure.

This Committee will report to the Board at the next regularly scheduled Board meeting after one or more Committee meetings, will otherwise regularly report to the Board and will annually conduct a performance review of its activities.

2/17/06