

# **WK KELLOGG CO**

Reported by  
**SHERWOOD MINDY**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 03/18/25 for the Period Ending 03/14/25

|             |   |
|-------------|---|
| Address     | ONE KELLOGG SQUARE<br>BATTLE CREEK, MI, 49017 |
| Telephone   | 269-961-2000                                  |
| CIK         | 0001959348                                    |
| SIC Code    | 2040 - Grain Mill Products                    |
| Industry    | Food Processing                               |
| Sector      | Consumer Non-Cyclicals                        |
| Fiscal Year | 01/03   |

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

|   |  |   |
|---|--|---|
| 1. Name and Address of Reporting Person *<br><br><b>Sherwood Mindy</b><br><br>(Last) (First) (Middle)<br><br><b>ONE KELLOGG SQUARE</b><br><br>(Street)<br><br><b>BATTLE CREEK, MI 49017</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><br><b>WK Kellogg Co [ KLG ]</b><br><br>3. Date of Earliest Transaction (MM/DD/YYYY)<br><br><b>3/14/2025</b><br><br>4. If Amendment, Date Original Filed (MM/DD/YYYY) | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|---|

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|----------------|---|------------------------------|---|---|---|---|
|                                    |                |   | Code                         | V   | Amount  | (A) or<br>(D)   | Price   |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
|  |  |                |                                   | Code                      | V | (A)  | (D) | Date Exercisable                        | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |
| Deferred Stock Units                     | (U)  | 3/14/2025      |                                   | A                         |   | 56.43  |     | (U)                                     | (U)             | Common Stock  | 56.43                      | \$20                                       | 6,895.96   | D  |  |
| Phantom Stock                            | (U)  | 3/17/2025      |                                   | A                         |   | 141.287  |     | (U)                                     | (U)             | Common Stock  | 141.287                    | \$20.1                                     | 792.348  | D  |  |

Explanation of Responses:

- (1) Represents deferred stock units granted under the Amended and Restated WK Kellogg Co 2023 Long-Term Incentive Plan pursuant to an election made by the Reporting Person under the non-employee director compensation program of the Issuer. Each deferred stock unit is the economic equivalent of one share of the common stock of the Issuer (Common Stock). The deferred stock units are payable in shares of Common Stock, either in a lump sum or in ten annual installments, commencing on the date on which the service of the Reporting Person as a Director terminates.
- (2) Represents shares of the WK Kellogg Co common stock acquired for the benefit of the Reporting Person under the WK Kellogg Co non-employee director compensation program in connection with a cash dividend paid on shares of the common stock. Each share of phantom stock is the economic equivalent of one share of the WK Kellogg Co common stock. The shares become distributable to the Reporting Person or her beneficiary only upon the Separation of Service (within the meaning of Section 409A of the Internal Revenue Code of 1986, as amended) of the Reporting Person from the Issuer.

Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Sherwood Mindy<br>ONE KELLOGG SQUARE<br>BATTLE CREEK, MI 49017 | X             |           |         |       |

Signatures

/s/ Gordon Paulson, Attorney-in-Fact

3/18/2025

<sup>\*\*</sup>  
Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.