

GENERAL MILLS INC  
Form 8-K  
February 12, 2004

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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**FORM 8-K**

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): January 16, 2004

**GENERAL MILLS, INC.**

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(Exact Name of Registrant as Specified in Charter)

Delaware

1-1185

41-0274440

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(State of Incorporation)

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(Commission  
File Number)

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(IRS Employer  
Identification No.)

Number One General Mills Boulevard  
Minneapolis, Minnesota  
(Mail: P.O. Box 1113)

55426  
(Mail: 55440)

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(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (763) 764-7600

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(Zip Code)

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**Item 5. Other Events.**

On January 16, 2004, the Registrant entered into Amendment No. 3 (the Amendment ) to the Five-Year Credit Agreement, dated January 24, 2001, (the 2001 Credit Agreement ) among the Registrant, JPMorgan Chase Bank, as Administrative Agent, and the other financial institutions party thereto. The text of the Credit Agreement was originally filed as an exhibit to the Registrant's Quarterly Report on Form 10-Q for the quarter ended February 25, 2001.

Amendment No. 3 to the 2001 Credit Agreement is attached hereto as Exhibit 99.1.

On January 20, 2004, the Registrant entered into a Five-Year Credit Agreement (the 2004 Credit Agreement ), among the Registrant, JPMorgan Chase Bank, as Administrative Agent, Bank of America, N.A., as Syndication Agent and the other financial institutions party thereto.

The 2004 Credit Agreement is attached hereto as Exhibit 99.2.

**Item 7. Financial Statements, Pro Forma Financial Information and Exhibit.**

(c) Exhibits. The following exhibits are filed as part of this report:

- 99.1 Amendment No. 3, dated as of January 16, 2004, to the Five-Year Credit Agreement, dated as of January 24, 2001, among the Registrant, JPMorgan Chase Bank, as Administrative Agent, and the other financial institutions party thereto.
- 99.2 Five-Year Credit Agreement, dated as of January 20, 2004, among the Registrant, JPMorgan Chase Bank, as Administrative Agent, and the other financial institutions party thereto.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 11, 2004

GENERAL MILLS, INC.

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By: /s/ Siri S. Marshall

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Name: Siri S. Marshall

Title: Senior Vice President, General  
Counsel

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EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Amendment No. 3, dated as of January 16, 2004, to the Five-Year Credit Agreement, dated as of January 24, 2001, among the Registrant, JPMorgan Chase Bank, as Administrative Agent, and the other financial institutions party thereto
99.2	Five-Year Credit Agreement, dated as of January 20, 2004, among the Registrant, JPMorgan Chase Bank, as Administrative Agent, and the other financial institutions party thereto

