

GENERAL MILLS INC
Form 4
August 07, 2008

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
PEEL MICHAEL A

(Last) (First) (Middle)

NUMBER ONE GENERAL MILLS BOULEVARD

(Street)

MINNEAPOLIS, MN 55426

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GENERAL MILLS INC [GIS]

3. Date of Earliest Transaction (Month/Day/Year)
08/06/2008

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

EVP, HR & Business Svcs

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/06/2008		M		6,032	A	\$ 40.11
							278,210.2803
Common Stock	08/06/2008		S		6,032	D	\$ 66.21 (1)
							272,178.2803
Common Stock	08/06/2008		M		29,500	A	\$ 41.5
							301,678.2803
Common Stock	08/06/2008		S		29,500	D	\$ 66.21 (1)
							272,178.2803
Common Stock	08/06/2008		M		31,400	A	\$ 34.56
							303,578.2803

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Common Stock	08/06/2008	F	23,224	D	\$ 66.69	280,354.2803	D	
Common Stock						4,848	I	by Child #1
Common Stock						4,848	I	by Child #2
Common Stock						40	I	by Spouse
Common Stock						5,136	I	by Trust <u>(2)</u>

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Am or Num of S
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 34.56	08/06/2008		M	31,400	12/13/2003 01/13/2010	Common Stock	31
Non-Qualified Stock Option (right to buy)	\$ 40.11	08/06/2008		M	6,032	06/28/2003 07/28/2009	Common Stock	6,
Non-Qualified Stock Option (right to buy)	\$ 41.5	08/06/2008		M	29,500	08/02/1999 09/01/2009	Common Stock	29

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PEEL MICHAEL A
NUMBER ONE GENERAL MILLS BOULEVARD
MINNEAPOLIS, MN 55426

EVP, HR & Business Svcs

Signatures

By: Christopher A. Rauschl For: Michael
A. Peel

08/07/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Represents the weighted average of actual sale prices
- (2) Held in Trust by the Trustee of the General Mills Savings Plan.
- (3) Employee option (right to buy) granted by the Compensation Committee of Board of Directors of General Mills, Inc. under shareholder-approved stock option plans.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.