

Friendly Ian R
Form 4
July 08, 2009

FORM 4

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

OMB APPROVAL

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

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 *
Friendly Ian R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
NUMBER ONE GENERAL MILLS BOULEVARD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/06/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Chief Operating Officer

MINNEAPOLIS, MN 55426

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

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

(City) (State) (Zip)

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 or Price		
Common Stock	07/06/2009		M		4,188 A \$ 40.11	98,842.0525	D
Common Stock	07/06/2009		S		4,188 D \$ 59.9311	94,654.0525	D
Common Stock	07/06/2009		M		20,000 A \$ 41.5	114,654.0525	D
Common Stock	07/06/2009		S		20,000 D \$ 59.9311	94,654.0525	D
	07/06/2009		M		20,000 A \$ 34.56	114,654.0525	D

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Common Stock								
Common Stock	07/06/2009	S	20,000	D	\$ 59,931.11 <u>(1)</u>	94,654.0525	D	
Common Stock						376	I	by Child #1 <u>(2)</u>
Common Stock						376	I	by Child #2 <u>(2)</u>
Common Stock						376	I	by Child #3 <u>(2)</u>
Common Stock						8,522	I	by Trust <u>(3)</u>
Common Stock						3,033	I	by Trust 2 <u>(4)</u>
Common Stock						3,975	I	by Trust 3 <u>(5)</u>

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

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(9-02)

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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Non-Qualified Stock Option (right to buy)	\$ 34.56	07/06/2009		M	20,000	12/13/2003 01/13/2010	Common Stock	20	
Non-Qualified Stock Option (right to buy)	\$ 40.11	07/06/2009		M	4,188	06/28/2003 07/28/2009	Common Stock	4,	
Non-Qualified Stock Option	\$ 41.5	07/06/2009		M	20,000	08/02/1999 09/01/2009	Common Stock	20	

(right to buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Friendly Ian R NUMBER ONE GENERAL MILLS BOULEVARD MINNEAPOLIS, MN 55426			EVP, Chief Operating Officer	

Signatures

By: Christopher A Rauschl For: Ian R
Friendly 07/08/2009

__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 that range from \$59.89 to \$59.97. Full information regarding the number of shares sold at each separate price is available upon request of the Securities and Exchange Commission or any security holder of the company.
- (2) Shares held in irrevocable trust for the benefit of reporting person's child(ren).
- (3) Held in Trust by the Trustee of the General Mills Savings Plan.
- (4) Held in Trust for which the reporting person's spouse is a trustee and the reporting person's spouse and children are beneficiaries.
- (5) Grantor Retained Annuity Trust for which reporting person serves as trustee and exercises investment and voting control.
- (6) 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.