

OCHOA BRILLEMBOURG HILDA
 Form 4
 October 05, 2012

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 *
 OCHOA BRILLEMBOURG HILDA

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)

C/O STRATEGIC INVESTMENT GROUP, 1001 19TH STREET N., 16TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
 10/04/2012

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

(Street)

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

ARLINGTON, VA 22209

(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 | 10/04/2012 | | M | | 20,000 A \$ 21.8125 | 50,512.8126 | D |
| Common Stock | 10/04/2012 | | S | | 20,000 D \$ 40.3503 (1) | 30,512.8126 | D |
| Common Stock | 10/04/2012 | | M | | 5,976 A \$ 23.455 | 36,488.8126 | D |
| Common Stock | 10/04/2012 | | S | | 5,976 D \$ 40.3503 (1) | 30,512.8126 | D |

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy) | \$ 21.8125 | 10/04/2012 | | M | 20,000 | 09/22/2003 02/24/2013 | Common Stock 20 |
| Non-Qualified Stock Option (right to buy) | \$ 23.455 | 10/04/2012 | | M | 5,976 | 09/27/2004 09/22/2013 | Common Stock 5, |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

OCHOA BRILLEMBOURG HILDA
C/O STRATEGIC INVESTMENT GROUP
1001 19TH STREET N., 16TH FLOOR
ARLINGTON, VA 22209

X

Signatures

By: Christopher A Rauschl For: Hilda
Ochoa-Brillembourg

10/05/2012

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 \$40.34 to \$40.36. 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.

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

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