

SANGER STEPHEN W

Form 4

December 15, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SANGER STEPHEN W

(Last) (First) (Middle)

GENERAL MILLS INC, NUMBER
ONE GENERAL MILLS BLVD

(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)
12/13/2004

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)

Chairman and CEO

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)
RESTRICTED UNITS	12/13/2004		A	(A) or (D) 34,375 (3)	\$ 0 823,537	D	
COMMON STOCK					10,087	I	See Footnote (2)
COMMON STOCK					100	I	See Footnote (4)
COMMON STOCK					3,065	I	See Footnote (1)

COMMON STOCK	3,065	I	See Footnote (1)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

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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 Underlying Security (Instr. 3 and 4)
OPTION TO BUY	\$ 46.97	12/13/2004		A	412,500	12/13/2008 ⁽⁶⁾	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANGER STEPHEN W GENERAL MILLS INC NUMBER ONE GENERAL MILLS BLVD MINNEAPOLIS, MN 55426	X		Chairman and CEO	

Signatures

Elizabeth Wittenberg by Power of Attorney on behalf of STEPHEN
SANGER

12/14/2004

__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) These shares are held in trusts for the benefit of the reporting person's minor children. The reporting person and his spouse are trustees of the trusts.
- (2) Held in Trust by the Trustee of the General Mills Savings Plan.
- (3) Restricted stock unit award granted under the General Mills 2003 Stock Compensation Plan by the Compensation Committee of the Board of Directors of General Mills - no set value.

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- (4) By Spouse.
- (5) Employee option (right to buy) granted by the Compensation Committee of Board of Directors of General Mills, Inc. under shareholder-approved stock option plans.
- (6) This option becomes 100% exercisable four (4) years from date of grant.

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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