

GENERAL MILLS INC
Form 8-K
October 01, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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):

September 27, 2010

General Mills, Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-01185

41-0274440

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

Number One General Mills Boulevard,
Minneapolis, Minnesota

55426-1347

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

763-764-7600

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Top of the Form**Item 5.02(e) Compensatory Arrangements of Certain Officers.**

On September 27, 2010, at the 2010 Annual Meeting of Stockholders of General Mills, Inc. (the Company), stockholders adopted the Executive Incentive Plan (the Plan), which replaces an existing plan that terminated on September 25, 2010. A description of the Plan can be found in the Definitive Proxy Statement for the Annual Meeting filed with the Securities and Exchange Commission on August 16, 2010.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On September 27, 2010, General Mills, Inc. (the Company) held its 2010 Annual Meeting of Stockholders. Set forth below for each matter voted upon, are the number of votes cast for or against, the number of abstentions and, as applicable, the number of broker non-votes.

1. **Election of Directors.** The following individuals were elected as directors, each to serve a one-year term expiring at the Company's 2011 Annual Meeting of Stockholders, by the following votes:

| Director Nominee | For | Against | Abstain | Broker Non-Votes |
|--------------------------|-------------|----------------|----------------|-------------------------|
| Bradbury H. Anderson | 440,932,236 | 16,907,986 | 921,756 | 88,369,876 |
| R. Kerry Clark | 456,209,867 | 1,718,852 | 833,259 | 88,369,876 |
| Paul Danos | 410,571,065 | 47,220,907 | 970,006 | 88,369,876 |
| William T. Esrey | 450,948,569 | 6,831,244 | 982,165 | 88,369,876 |
| Raymond V. Gilmartin | 405,094,502 | 52,631,837 | 1,035,639 | 88,369,876 |
| Judith Richards Hope | 451,287,642 | 6,654,928 | 819,408 | 88,369,876 |
| Heidi G. Miller | 454,015,376 | 3,906,691 | 839,911 | 88,369,876 |
| Hilda Ochoa-Brillembourg | 451,786,214 | 6,110,781 | 864,983 | 88,369,876 |
| Steve Odland | 440,683,299 | 16,987,748 | 1,090,931 | 88,369,876 |
| Kendall J. Powell | 443,044,602 | 15,015,084 | 702,292 | 88,369,876 |
| Lois E. Quam | 455,565,152 | 2,305,147 | 891,679 | 88,369,876 |
| Michael D. Rose | 451,853,574 | 5,927,802 | 980,602 | 88,369,876 |
| Robert L. Ryan | 455,844,825 | 1,962,070 | 955,083 | 88,369,876 |
| Dorothy A. Terrell | 451,465,592 | 6,460,147 | 836,239 | 88,369,876 |

2. **Adoption of the Executive Incentive Plan.** A new Executive Incentive Plan was adopted to replace an existing plan, which terminated on September 25, 2010, by the following vote:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 429,659,853 | 25,456,973 | 3,645,152 | 88,369,876 |

1

3. **Ratification of Appointment of Independent Registered Public Accounting Firm.** The appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending May 29, 2011 was ratified by the following vote:

| For | Against | Abstain |
|-------------|----------------|----------------|
| 537,292,190 | 8,686,565 | 1,153,099 |

4. **Advisory Vote on Executive Compensation.** The Company's overall executive compensation philosophy, policies and practices, as described in the Compensation Discussion and Analysis section of the Definitive Proxy Statement for the Annual Meeting filed with the Securities and Exchange Commission on August 16, 2010, was approved on an advisory basis, by the following vote:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-----------------------------|
| 447,288,087 | 6,999,780 | 4,474,111 | 88,369,876 |

2

Top of the Form

SIGNATURES

Pursuant to the requirements 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.

General Mills, Inc.

October 1, 2010

By: *Trevor V. Gunderson*

Name: Trevor V. Gunderson

*Title: Vice President, Associate General Counsel and
Assistant Secretary*