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GENERAL MILLS INC
Form S-8 POS
January 24, 2003

As filed with the Securities and Exchange Commission on January 24, 2003
Registration No. 33-62729

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

GENERAL MILLS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

41-0274440
(I.R.S. Employer
Identification No.)

Number One General Mills Boulevard
Minneapolis, Minnesota 55426
(Address, including zip code, of principal executive offices)
(763) 764-7600
(Registrant's telephone number, including area code)

General Mills, Inc.
1995 Salary Replacement Stock Option Plan
(Full title of the plan)

SIRI S. MARSHALL, Esq.
Senior Vice President, General Counsel and Secretary
Number One General Mills Blvd.
Minneapolis, Minnesota 55426
(763) 764-7230
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

This Post-Effective Amendment No. 1 is being filed to de-register 389,739 shares of Common Stock of General Mills, Inc. (the "Registrant"). Such shares were registered under a Registration Statement on Form S-8, Registration No. 33-62729, for purchase under the Registrant's 1995 Salary Replacement Stock Option Plan. The Plan has been terminated, and all rights to purchase shares under the Plan have been exercised or have expired. The Registrant intends to carry forward 260,000 of the deregistered shares to a new Registration Statement on Form S-8 covering a separate benefit plan of the Registrant.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the

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registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Golden Valley (Minneapolis), State of Minnesota, on the 24th day of January, 2003.

| | | |
|---------------------------|---|----------------------|
| GENERAL MILLS, INC. |) | |
| |) | |
| |) | |
| By Stephen W. Sanger |) | /s/ Siri S. Marshall |
| ----- |) | ----- |
| Chairman of the Board and |) | Siri S. Marshall |
| Chief Executive Officer |) | Attorney-in-fact |

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

| Signature ----- | Title ----- | |
|---|--|------------------|
| /s/ Kenneth L. Thome ----- Kenneth L. Thome | Senior Vice President, Financial Operations (Principal Accounting Officer) | January 21, 2003 |
| /s/ Stephen R. Demeritt ----- Stephen R. Demeritt | Vice Chairman | January 21, 2003 |
| /s/ Raymond G. Viault ----- Raymond G. Viault | Vice Chairman | January 21, 2003 |
| Stephen W. Sanger | Chairman of the Board) and Chief Executive Officer) | |
| L. D. DeSimone | Director) | |
| William T. Esrey | Director)/s/ Siri S. Marshall | |
| Judith Richards Hope | Director)----- | |
| A. Michael Spence | Director)Siri S. Marshall | |
| Dorothy A. Terrell | Director)Attorney-in-fact | |
| | Director)January 24, 2003 | |
| ----- Paul S. Walsh | Director | |
| ----- Raymond V. Gilmartin | Director | |
| ----- Robert L. Johnson | Director | |
| ----- John M. Keenan | Director | |
| ----- Heidi G. Miller | Director | |
| ----- Hilda Ochoa-Brillembourg | | |

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s8/1995 Salary Replacement SOP