

GENERAL MILLS INC  
Form 4  
September 26, 2008

**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 \*  
Powell Kendall J

(Last) (First) (Middle)

NUMBER ONE GENERAL MILLS BOULEVARD

(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)  
09/24/2008

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 of the Board & 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) |            |                 |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|---------------|---|--|---|------------|-----------------|
|                                 |                                      |  |                                | Code  | V | Amount        |   |  |   | (A) or (D) | Price           |
| Common Stock                    | 09/24/2008                           |  | M                              |   |   | 5,975         | A   | \$ 37.11   | 133,691   | D          |                 |
| Common Stock                    | 09/24/2008                           |  | F                              |   |   | 4,412         | D   | \$ 68.33   | 129,279   | D          |                 |
| Common Stock                    | 09/24/2008                           |  | M                              |   |   | 24,025        | A   | \$ 37.11   | 153,304   | D          |                 |
| Common Stock                    | 09/24/2008                           |  | S                              |   |   | 18,130<br>(1) | D   | \$ 67.5085   | 135,174   | D          |                 |
| Common Stock                    |                                      |  |                                |   |   |               |   |  | 1,240   | I          | by Trust<br>(2) |

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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) |       |                |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title | Am or Num of S |
| Non-Qualified Stock Option (right to buy)  | \$ 37.11   | 09/24/2008                           |  | M                              | 5,975   | 12/14/2002 01/14/2009                                    | Common Stock  | 5,    |                |
| Non-Qualified Stock Option (right to buy)  | \$ 37.11   | 09/24/2008                           |  | M                              | 24,025  | 12/14/2002 01/14/2009                                    | Common Stock  | 24    |                |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| Powell Kendall J<br>NUMBER ONE GENERAL MILLS BOULEVARD<br>MINNEAPOLIS, MN 55426 | X             |           | Chairman of the Board & CEO |       |

## Signatures

By: Trevor V Gunderson For: Kendall J Powell  
Date: 09/26/2008

\*\*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) Shares were sold pursuant to a 10b5-1 trading plan dated March 26, 2008.
- (2) Held in Trust by the Trustee of the General Mills Savings Plan.
- (3) Employee option (right to buy) granted by the Compensation Committee of Board of Directors of General Mills, Inc. under shareholder-approved stock option plans.

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