

DARCY RANDY G
Form 4
January 05, 2005

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 *
DARCY RANDY G

(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)
01/04/2005

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)
Senior Vice President

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| | | | | Code V | Amount | | |
| COMMON STOCK | 01/03/2005 | | M | A | \$ 22.553 | 0 | D |
| COMMON STOCK | 01/03/2005 | | M | A | \$ 26.22 | 0 | D |
| COMMON STOCK | 01/03/2005 | | M | A | \$ 26.155 | 0 | D |
| COMMON STOCK | 01/03/2005 | | M | A | \$ 27.78 | 0 | D |
| COMMON STOCK | 01/03/2005 | | S | D | \$ 48.9224 | 0 | D |

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| | | | | | | | | |
|--------------|------------|---|-----|---|----------|--------|---|------------------|
| COMMON STOCK | 01/03/2005 | S | 102 | D | \$ 49.52 | 0 | D | |
| COMMON STOCK | 01/03/2005 | S | 100 | D | \$ 49.5 | 76,984 | D | |
| COMMON STOCK | | | | | | 5,658 | I | See Footnote (1) |
| COMMON STOCK | | | | | | 407 | I | See Footnote (2) |

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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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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | | |
| OPTION TO BUY | \$ 26.155 | 01/03/2005 | | M | 21,000 | 09/18/1995 | 10/18/2005 | COMMON STOCK | 21,000 |
| OPTION TO BUY | \$ 22.553 | 01/03/2005 | | M | 2,722 | 12/12/1999 | 01/12/2005 | COMMON STOCK | 2,722 |
| OPTION TO BUY | \$ 26.22 | 01/03/2005 | | M | 50,000 | 06/26/2000 | 07/26/2005 | COMMON STOCK | 50,000 |
| OPTION TO BUY | \$ 27.78 | 01/03/2005 | | M | 1,880 | 11/01/2000 | 01/11/2006 | COMMON STOCK | 1,880 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DARCY RANDY G | | | Senior Vice President | |

GENERAL MILLS, INC.
NUMBER ONE GENERAL MILLS BLVD
MINNEAPOLIS, MN 55426

Signatures

Elizabeth Wittenberg by Power of Attorney on behalf of RANDY
DARCY

01/04/2005

__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) Held in Trust by the Trustee of the General Mills Savings Plan.
- (2) By adult child. The Reporting Person disclaims beneficial ownership.
- (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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.