

GENERAL MILLS INC
Form 4
May 20, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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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 *
THOME KENNETH L

(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)
05/19/2008

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)
SVP, Deputy Chief Fin Officer

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	05/19/2008		G	810 D \$ 0	133,924	D	
Common Stock					8,748	I	by Trust <u>(1)</u>

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.

SEC 1474 (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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repro Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

THOME KENNETH L
NUMBER ONE GENERAL MILLS BOULEVARD
MINNEAPOLIS, MN 55426

SVP, Deputy Chief Fin Officer

Signatures

By: Trevor V. Gunderson For: Kenneth L. Thome

05/20/2008

__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) Held in Trust by the Trustee of the General Mills Savings Plan.

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. rif; TEXT-ALIGN: left">11

Aggregate Amount Beneficially Owned by Each Reporting Person

881,483 Shares

12

Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see Instructions)

13

Percent of Class Represented by Amount in Row (11)

8.3%

14

Type of Reporting Person (See Instructions)

BD

CUSIP No. 25538A204 Page 2 of 7 Pages

	Names of Reporting Persons	
1	Bexil Corporation	
	Check the Appropriate Box (a)	
2	if a Member of a Group	
	(See Instructions)	(b)
3	SEC Use Only	
4	Source of Funds (See	AF
	Instructions)	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)	
6	Citizenship or Place of Organization	Maryland
Number of	7 Sole Voting Power	0
Shares	8 Shared Voting Power	881,483 Shares
Beneficially	9 Sole Dispositive Power	0
Owned by		
Each	10 Shared Dispositive Power	881,483 Shares
Reporting		
Person With		
	Aggregate Amount	
11	Beneficially Owned by Each Reporting Person	881,483 Shares
	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see Instructions)	
12		
13	Percent of Class Represented by Amount in Row (11)	8.3%
14	Type of Reporting Person (See Instructions)	HC

CUSIP No. 25538A204 Page 3 of 7 Pages

	Names of Reporting Persons	
1	Midas Securities Group, Inc.	
	Check the Appropriate Box (a)	
2	if a Member of a Group	
	(See Instructions)	(b)
3	SEC Use Only	
4	Source of Funds (See Instructions)	AF
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)	
6	Citizenship or Place of Organization	Delaware
Number of	7 Sole Voting Power	0
Shares	8 Shared Voting Power	881,483 Shares
Beneficially	9 Sole Dispositive Power	0
Owned by		
Each	10 Shared Dispositive Power	881,483 Shares
Reporting		
Person With		
	Aggregate Amount	
11	Beneficially Owned by Each Reporting Person 881,483 Shares	
	Check if the Aggregate	
12	Amount in Row (11) Excludes Certain Shares (see Instructions)	
13	Percent of Class Represented by Amount in Row (11)	8.3%
14	Type of Reporting Person (See Instructions)	BD

CUSIP No. 25538A204 Page 4 of 7 Pages

	Names of Reporting Persons	
1	Winmill & Co. Incorporated	
	Check the Appropriate Box (a)	
2	if a Member of a Group	
	(See Instructions)	(b)
3	SEC Use Only	
4	Source of Funds (See Instructions)	AF
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)	
6	Citizenship or Place of Organization	Delaware
Number of	7 Sole Voting Power	0
Shares	8 Shared Voting Power	881,483 Shares
Beneficially	9 Sole Dispositive Power	0
Owned by		
Each	10 Shared Dispositive Power	881,483 Shares
Reporting		
Person With		
	Aggregate Amount	
11	Beneficially Owned by Each Reporting Person	881,483 Shares
	Check if the Aggregate Amount in Row (11)	
12	Excludes Certain Shares (see Instructions)	
13	Percent of Class Represented by Amount in Row (11)	8.3%
14	Type of Reporting Person (See Instructions)	HC

CUSIP No. 25538A204 Page 5 of 7 Pages

	Names of Reporting Persons	
1	Winmill Family Trust	
	Check the Appropriate Box	(a)
2	if a Member of a Group	
	(See Instructions)	(b)
3	SEC Use Only	
4	Source of Funds (See	AF
	Instructions)	
5	Check if Disclosure of Legal	
	Proceedings is Required	
	Pursuant to Item 2(d) or 2(e)	
6	Citizenship or Place of	New Hampshire
	Organization	
Number of	7 Sole Voting Power	0
Shares	8 Shared Voting Power	881,483 Shares
Beneficially	9 Sole Dispositive Power	0
Owned by		
Each	10 Shared Dispositive Power	881,483 Shares
Reporting		
Person With		
	Aggregate Amount	
11	Beneficially Owned by Each	881,483 Shares
	Reporting Person	
	Check if the Aggregate	
12	Amount in Row (11)	
	Excludes Certain Shares (see	
	Instructions)	
13	Percent of Class Represented	8.3%
	by Amount in Row (11)	
14	Type of Reporting Person	HC
	(See Instructions)	

CUSIP No. 25538A204 Page 6 of 7 Pages

	Names of Reporting Persons	
1	Mark C. Winmill	
	Check the Appropriate Box (a)	
2	if a Member of a Group	
	(See Instructions)	(b)
3	SEC Use Only	
4	Source of Funds (See Instructions)	AF
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)	
6	Citizenship or Place of Organization	USA
Number of	7 Sole Voting Power	0
Shares	8 Shared Voting Power	881,483 Shares
Beneficially	9 Sole Dispositive Power	0
Owned by		
Each	10 Shared Dispositive Power	881,483 Shares
Reporting		
Person With		
	Aggregate Amount	
11	Beneficially Owned by Each Reporting Person 881,483 Shares	
	Check if the Aggregate Amount in Row (11)	
12	Excludes Certain Shares (see Instructions)	
13	Percent of Class Represented by Amount in Row (11)	8.3%
14	Type of Reporting Person (See Instructions)	IN

CUSIP No. 25538A204 Page 7 of 7 Pages

	Names of Reporting Persons	
1	Thomas B. Winmill	
	Check the Appropriate Box (a)	
2	if a Member of a Group	
	(See Instructions)	(b)
3	SEC Use Only	
4	Source of Funds (See	AF, PF
	Instructions)	
5	Check if Disclosure of Legal	
	Proceedings is Required	
	Pursuant to Item 2(d) or 2(e)	
6	Citizenship or Place of	USA
	Organization	
Number of	7 Sole Voting Power	11,909 Shares
Shares	8 Shared Voting Power	881,483 Shares
Beneficially	9 Sole Dispositive Power	11,909 Shares
Owned by		
Each	10 Shared Dispositive Power	881,483 Shares
Reporting		
Person With		
	Aggregate Amount	
11	Beneficially Owned by Each Reporting Person	
	893,392 Shares	
	Check if the Aggregate	
12	Amount in Row (11)	
	Excludes Certain Shares (see	
	Instructions)	
13	Percent of Class Represented	8.4%
	by Amount in Row (11)	
14	Type of Reporting Person	IN
	(See Instructions)	

Item 1. Security and Issuer.

This Schedule 13D relates to the shares of Shares of Beneficial Interest ("Shares") of Dividend and Income Fund (the "Issuer"). The principal executive offices of the Issuer are located at 11 Hanover Square, New York, NY 10005.

Item 2. Identity and Background.

(a)– (c) This Schedule 13D is being filed by the following (collectively, the "Reporting Persons"):

Bexil Securities LLC ("BSL")
Maryland limited liability company
Broker/dealer
11 Hanover Square, New York, NY 10005

Bexil Corporation ("BXLC")
Maryland corporation
Holding company
11 Hanover Square, New York, NY 10005

Midas Securities Group, Inc. ("MSG")
Delaware corporation
Broker/dealer
11 Hanover Square, New York, NY 10005

Winmill & Co. Incorporated ("WCI")
Delaware corporation
Holding company
11 Hanover Square, New York, NY 10005

Winmill Family Trust (the "Trust"),
New Hampshire trust
Holding company
PO Box 1198, Walpole, NH 03608

Mark C. Winmill
11 Hanover Square, New York, NY 10005

Thomas B. Winmill
PO Box 4, Walpole, NH 03608

Additional information regarding the Reporting Persons filing this Schedule 13D is attached hereto as Exhibit A.

(d) None.

(e) None.

(f) Mark C. Winmill and Thomas B. Winmill are citizens of the U.S.A.

Item 3. Source and Amount of Funds or Other Consideration.

Explanation of Responses:

BSL used working capital to acquire Shares. Thomas B. Winmill used personal funds to acquire his directly owned Shares. BXLC, MSG, WCI, the Trust, Thomas B. Winmill, and Mark C. Winmill may be deemed to have indirect beneficial ownership of Shares held by BSL, which each of them disclaim.

Item 4. Purpose of Transaction.

The Reporting Persons acquired the Shares for investment purposes.

Notwithstanding any of the foregoing, the Reporting Persons may at any time modify, change, abandon, or replace, some or all of the foregoing purposes and plans and discussions relating thereto or discontinue or re-continue such modifications, changes, abandonments, or replacements at any time.

Item 5. Interest in Securities of the Issuer.

As of July 11, 2017, the Reporting Persons believe there are 10,674,946 shares of Shares of Beneficial Interest outstanding. As of such date, BSL may be deemed to be the beneficial owner of 881,483 Shares which constitute approximately 8.3% of the outstanding Shares. As of such date, BXLC, MSG, WCI, the Trust, and Mark C. Winmill may be deemed to be the beneficial owners of 881,483 Shares which constitute approximately 8.3% of the outstanding Shares, and Thomas B. Winmill may be deemed to be the beneficial owner of 893,392 Shares which constitute approximately 8.4% of the outstanding Shares. BSL, BXLC, MSG, WCI, the Trust, and Mark C. Winmill disclaim beneficial ownership of the Shares held by Thomas B. Winmill. BXLC, MSG, WCI, the Trust, Thomas B. Winmill, and Mark C. Winmill disclaim beneficial ownership of the Shares held by BSL.

(b) Power to vote and to dispose of the securities resides with the Reporting Persons.

(c) During the last sixty days, the following transactions were effected in the Shares by the Reporting Persons:

Reporting Person	Date	Transaction	Number of Shares	Price per Share	Where and How Transaction Effected
BSL	7/11/2017	Dividend Reinvestment	10,578	\$ 12.35	Issuer Dividend Reinvestment Plan

(d) None.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to the Securities of the Issuer.

BXLC is the sole member of BSL and Bexil Advisers LLC ("BAL"), the investment manager of the Issuer. BXLC is a holding company. MSG owns approximately 25% of the outstanding shares of BXLC. MSG, a registered broker/dealer, is a wholly owned subsidiary of WCI. WCI is also a holding company. The Trust owns all of the voting stock of WCI. Thomas B. Winmill and Mark C. Winmill are individual trustees of the Trust with sole authority to vote the voting stock of WCI on behalf of the Trust.

BAL is the investment manager of the Issuer. Pursuant to an investment management agreement effective September 19, 2012 ("IMA"), BAL receives a fee payable monthly for investment advisory services at an annual rate of 0.95% of the Issuer's managed assets. "Managed assets" means the average weekly value of the Issuer's total assets minus the sum of the Issuer's liabilities, which liabilities exclude debt relating to leverage, short term debt, and the aggregate liquidation preference of any outstanding preferred stock.

Additionally, pursuant to the IMA, the Issuer reimburses BAL for providing at cost certain administrative services comprised of compliance and accounting services.

Certain officers and directors of the Issuer are officers, directors, trustees, and managers of the Reporting Persons.

Mark C. Winmill, a Reporting Person, may be deemed to be a controlling person of WCI and MSG. Each of Thomas B. Winmill, Mark C. Winmill, John Ramirez, Russell Kamerman, and Thomas O'Malley are directors, managers, and/or officers of WCI, MSG, BXLC, BSL, BAL, and the Issuer. Thomas B. Winmill is also a director and/or officer of the Issuer. The Issuer has audit and nominating committees comprised of independent directors Bruce B. Huber, James E. Hunt, Jon Tomasson, and Peter K. Werner. The function of the audit committee is to routinely review financial statements and other audit-related matters as they arise throughout the year. The nominating committee, among other things, nominates candidates to the Board of Directors. The Issuer has an executive committee comprised of Thomas B. Winmill.

Item 7. Materials to Be Filed as Exhibits

Exhibit A: Certain information concerning the Reporting Persons.

Exhibit B: Agreement to file SC 13D jointly.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: July 11, 2017
Bexil Securities LLC
By: /s/Russell Kamerman
Name: Russell Kamerman
Title: Chief Compliance Officer

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: July 11, 2017
Bexil Corporation
By: /s/Russell Kamerman
Name: Russell Kamerman
Title: Vice President

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: July 11, 2017
Midas Securities Group, Inc.
By: /s/Russell Kamerman
Name: Russell Kamerman
Title: Chief Compliance Officer

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: July 11, 2017
Winmill & Co. Incorporated
By: /s/Russell Kamerman
Name: Russell Kamerman
Title: Vice President

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: July 11, 2017
Winmill Family Trust
By: /s/Thomas B. Winmill
Name: Thomas B. Winmill
Title: Trustee

Explanation of Responses:

By: /s/Mark C. Winmill
Name: Mark C. Winmill
Title: Trustee

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: July 11, 2017

By: /s/Mark C. Winmill
Name: Mark C. Winmill

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: July 11, 2017

By: /s/Thomas B. Winmill
Name: Thomas B. Winmill

EXHIBIT A

The business address for all Reporting Persons (except the Trust and Thomas B. Winmill) listed in this Exhibit A is 11 Hanover Square, 12th Floor, New York, NY 10005. The Trust's business address is PO Box 1198, Walpole, NH 03608. Thomas B. Winmill's business address is PO Box 4, Walpole, NH 03608.

The managers of BSL are Thomas B. Winmill and Thomas O'Malley. The directors of BXLC are Philip Kadinsky-Cade, John C. Hitchcock, and Thomas B. Winmill. The directors of MSG are Thomas O'Malley and Thomas B. Winmill. The directors of WCI are Mark C. Winmill and Thomas B. Winmill. The directors of the Issuer are Bruce B. Huber, James E. Hunt, Jon Tomasson, Peter K. Werner, and Thomas B. Winmill. The trustees of the Winmill Family Trust are Mark C. Winmill and Thomas B. Winmill.

Bexil Securities LLC, Bexil Corporation, Midas Securities Group, Inc., and Winmill & Co. Incorporated

Name	Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted
Philip Kadinsky-Cade	Director of BXLC. Previously, Mr. Kadinsky-Cade was a founder and Managing Member of Bluehaven Management Group, LLC and co-organizer/manager of Grey Owl Partners, LP.
John C. Hitchcock	Director of BXLC. Mr. Hitchcock is an officer of a 64-year-old company whose core lines include web-based newsletters, conferences and research. Direct reports have included general counsel, circulation and billing, compliance and sales and marketing. He previously held editorial and executive positions with Dow Jones & Co. and Institutional Investor Inc.
Thomas B. Winmill	He is President, Chief Executive Officer, General Counsel, and a Director or Trustee of the Issuer, Foxby Corp., and Midas Series Trust ("MST") (collectively, the "Funds"), BAL and Midas Management Corporation (registered investment advisers, collectively, the "Advisers"), BSL and MSG (registered broker-dealers, collectively, the "Broker Dealers"), BXLC, and WCI. He is also a Director of Global Self Storage, Inc. ("SELF")
Mark C. Winmill	President, Chief Executive Officer, and a Director of SELF, and Tuxis Corporation ("TUXS"). Executive Vice President and a Director of WCI. Executive Vice President of the Advisers. He is a principal of the Broker Dealers.
Thomas O'Malley	Chief Accounting Officer, Chief Financial Officer, Vice President, and Treasurer of the Funds, the Advisers, the Broker-Dealers, BXLC, WCI, SELF, and TUXS.
John F. Ramirez	Vice President and Secretary of the Funds, General Counsel, Chief Legal Officer, Vice President, and Secretary of SELF and TUXS. He is also Senior Associate General Counsel, Vice President, and Secretary of the Advisers, the Broker-Dealers, BXLC, and WCI.
Heidi Keating	Vice President of the Funds, the Advisers, BXLC, WCI, SELF, and TUXS.
Russell L. Kamerman	Chief Compliance Officer, Chief Legal Officer, and Vice President of the Funds, the Advisers, the Broker-Dealers, BXLC, SELF, TUXS, and WCI.

Winmill Family Trust

Name Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted

Thomas B. Winmill Trustee. See biographical information above.

Mark C. Winmill Trustee. See biographical information above.

To the best of the Reporting Persons' knowledge and information, during the past five years, none of the individuals named above have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and none of the individuals named above were a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

To the best of the Reporting Persons' knowledge and information, each individual named above is a citizen of the United States.

The following table presents certain information regarding the direct and/or indirect beneficial ownership of the Issuer's shares as of July 11, 2017 by each foregoing officer and/or director of the Issuer.

Name of Officer or Director	Number of Shares
Thomas B. Winmill	893,392
Mark C. Winmill	881,483
Thomas O'Malley	0
John F. Ramirez	0
Heidi Keating	0
Russell Kamerman	0

EXHIBIT B

AGREEMENT

AGREEMENT dated as of July 11, 2017 among Bexil Securities LLC, a Maryland limited liability company ("BSL"), Bexil Corporation ("BXL"), a Maryland corporation, Midas Securities Group, Inc., a Delaware corporation ("MSG"), Winmill & Co. Incorporated, a Delaware corporation ("WCI"), the Winmill Family Trust, a New Hampshire trust (the "Trust"), Mark C. Winmill, and Thomas B. Winmill.

WHEREAS, pursuant to paragraph (k) of Rule 13d-1 promulgated under Subsection 13(d)(1) of the Securities Exchange Act of 1934, as amended (the "1934 Act"), the parties hereto have decided to satisfy their filing obligations under the 1934 Act by a single joint filing:

NOW, THEREFORE, the undersigned hereby agree as follows:

1. The Schedule 13D and all amendments thereto with respect to Dividend and Income Fund to which this is attached as Exhibit B are filed on behalf of BSL, BXL, MSG, WCI, the Trust, Mark C. Winmill, and Thomas B. Winmill.

2. Each of BSL, BXL, MSG, WCI, the Trust, Mark C. Winmill, and Thomas B. Winmill is responsible for the completeness and accuracy of the information concerning such person contained therein; provided that each person is not responsible for the completeness or accuracy of the information concerning any other person making such filing, unless such person knows or has reason to believe that such information is accurate.

IN WITNESS WHEREOF, the undersigned hereunto set their hands as of the date first above written.

SIGNATURE

Bexil Securities LLC
By: /s/Russell Kamerman
Name: Russell Kamerman
Title: Chief Compliance Officer

Bexil Corporation
By: /s/Russell Kamerman
Name: Russell Kamerman
Title: Vice President

Midas Securities Group, Inc.
By: /s/Russell Kamerman
Name: Russell Kamerman
Title: Chief Compliance Officer

Winmill & Co. Incorporated
By: /s/Russell Kamerman

Explanation of Responses:

Name: Russell Kamerman
Title: Vice President

Winmill Family Trust
By: /s/Thomas B. Winmill
Name: Thomas B. Winmill
Title: Trustee

By: /s/Mark C. Winmill
Name: Mark C. Winmill
Title: Trustee

By: /s/Mark C. Winmill
Name: Mark C. Winmill

By: /s/Thomas B. Winmill
Name: Thomas B. Winmill