GENERAL MILLS INC

Form 4 October 02, 2008

FORM 4

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

SECURITIES

OMB

Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires:

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

obligations

2005 Estimated average burden hours per response... 0.5

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

See Instruction 1(b).

may continue. 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * **MILLER HEIDI**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First)

(Middle)

(Zip)

GENERAL MILLS INC [GIS] 3. Date of Earliest Transaction

X_ Director

below)

10% Owner

Other (specify

J.P MORGAN CHASE & CO., 270

(Street)

(State)

PARK AVE 47TH FLOOR

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Month/Day/Year)

10/01/2008

6. Individual or Joint/Group Filing(Check

Officer (give title

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10017

(City)

| (City) | (State) | (Zip) Tal | ble I - Non- | Derivative | Secu | rities Acqui | red, Disposed of, | or Beneficiall | y 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. Securit or Dispos (Instr. 3, 4 | ed of | ` ′ | 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) |
| Common Stock | 10/01/2008 | | M | 10,000 | A | \$ 41.11 | 21,466.5946 | D | |
| Common Stock | 10/01/2008 | | S | 10,000 | D | \$ 67.9365 (1) | 11,466.5946 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: GENERAL MILLS INC - Form 4

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. Transactio Code (Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amou Underlying Secur (Instr. 3 and 4) | |
|---|---|---|---|--|---|--|--------------------|---|-------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Am or Nui of S |
| Non-Qualified Stock Option (right to buy) | \$ 41.11 | 10/01/2008 | | M | 10,000 | 09/25/2000 | 09/27/2009 | Common Stock | 10 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|---------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| MILLER HEIDI J.P MORGAN CHASE & CO. 270 PARK AVE 47TH FLOOR NEW YORK, NY 10017 | X | | | | | |

Signatures

By: Trevor V. Gunderson For: Heidi G. Miller

**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).

10/02/2008

- (1) Represents the weighted average of actual sale prices
- (2) Non-Employee Director option (right to buy) granted under the General Mills, Inc. 1996 Compensation Plan for Non-Employee Directors.

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.

Reporting Owners 2