

Friendly Ian R
Form 4
July 08, 2009

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Friendly Ian R

(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)

07/06/2009

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) below)

EVP, Chief Operating 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/06/2009		M	4,188 A	\$ 40.11 98,842.0525	D	
Common Stock	07/06/2009		S	4,188 D	\$ 59.9311 94,654.0525	D	
Common Stock	07/06/2009		M	20,000 A	\$ 41.5 114,654.0525	D	
Common Stock	07/06/2009		S	20,000 D	\$ 59.9311 94,654.0525	D	
	07/06/2009		M	20,000 A	\$ 34.56 114,654.0525	D	

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Common
Stock

Common Stock	07/06/2009	S	20,000	D	\$ 59.9311 <u>(1)</u>	94,654.0525	D
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Common Stock						376	I	by Child #1 <u>(2)</u>
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Common Stock						376	I	by Child #2 <u>(2)</u>
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Common Stock						376	I	by Child #3 <u>(2)</u>
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Common Stock						8,522	I	by Trust <u>(3)</u>
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Common Stock						3,033	I	by Trust 2 <u>(4)</u>
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Common Stock						3,975	I	by Trust 3 <u>(5)</u>
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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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(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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Securities
Non-Qualified Stock Option (right to buy)	\$ 34.56	07/06/2009		M		20,000		12/13/2003	01/13/2010	Common Stock	20,000
Non-Qualified Stock Option (right to buy)	\$ 40.11	07/06/2009		M		4,188		06/28/2003	07/28/2009	Common Stock	4,188
Non-Qualified Stock Option	\$ 41.5	07/06/2009		M		20,000		08/02/1999	09/01/2009	Common Stock	20,000

(right to buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Friendly Ian R NUMBER ONE GENERAL MILLS BOULEVARD MINNEAPOLIS, MN 55426			EVP, Chief Operating Officer	

Signatures

By: Christopher A Rauschl For: Ian R
Friendly 07/08/2009

__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) Represents the weighted average of actual sale prices that range from \$59.89 to \$59.97. Full information regarding the number of shares sold at each separate price is available upon request of the Securities and Exchange Commission or any security holder of the company.
- (2) Shares held in irrevocable trust for the benefit of reporting person's child(ren).
- (3) Held in Trust by the Trustee of the General Mills Savings Plan.
- (4) Held in Trust for which the reporting person's spouse is a trustee and the reporting person's spouse and children are beneficiaries.
- (5) Grantor Retained Annuity Trust for which reporting person serves as trustee and exercises investment and voting control.
- (6) 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.