

GENERAL MILLS INC  
Form 4  
July 01, 2009

**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 \*  
**BELTON Y MARC**

(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)  
**06/29/2009**

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)  
EVP, WW Health,Brand&NewBusDev

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	06/29/2009		A	50.1302	A \$ 0 79,575.044	D	
Common Stock	06/29/2009		A	46.6026	A \$ 0 79,621.6466	D	
Common Stock	06/29/2009		A	5,345 <sup>(1)</sup>	A \$ 0 84,966.6466	D	
Common Stock	06/29/2009		A	1,842 <sup>(1)</sup>	A \$ 0 86,808.6466	D	
Common Stock					6,598	I	by Trust <sup>(2)</sup>

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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)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 55.84	06/29/2009		A	53,447	06/29/2013 07/29/2019	Common Stock	53,447
Restricted Stock Units	\$ 0 <sup>(3)</sup>	06/29/2009		A	1,842	06/29/2013 06/29/2013	Common Stock	1,842
Restricted Stock Units	\$ 0 <sup>(3)</sup>	06/29/2009		A	5,345	06/29/2013 06/29/2013	Common Stock	5,345

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

BELTON Y MARC  
NUMBER ONE GENERAL MILLS  
BOULEVARD  
MINNEAPOLIS, MN 55426

EVP, WW  
Health,Brand&NewBusDev

## Signatures

By: Trevor V Gunderson For: Y. Marc  
Belton

07/01/2009

\*\*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) Award of restricted stock units that vest on June 29, 2013

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

(3) Each restricted stock unit is the economic equivalent of one share of General Mills, Inc. common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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