

OGrady Shawn P
Form 4
June 30, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
OGrady Shawn P

(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)
06/28/2010

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, Pres Consumer Food Sales

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/28/2010		F		182	D	\$ 37.34
Common Stock	06/28/2010		A		83.466	A	\$ 0
Common Stock	06/28/2010		A		5,648 ⁽¹⁾	A	\$ 0
Common Stock	06/28/2010		A		2,882 ⁽¹⁾	A	\$ 0
Common Stock	06/28/2010		F		95	D	\$ 37.34
							89,836.52
							89,919.986
							95,567.986
							98,449.986
							57,206.22
							I
							by Spouse

Edgar Filing: OGrady Shawn P - Form 4

Common Stock	06/28/2010	A	65,6916	A	\$ 0	57,271.9116	I	by Spouse
Common Stock	06/28/2010	A	2,270 ⁽¹⁾	A	\$ 0	59,541.9116	I	by Spouse
Common Stock	06/28/2010	A	4,212 ⁽¹⁾	A	\$ 0	63,753.9116	I	by Spouse
Common Stock						8,526	I	by Trust ⁽²⁾
Common Stock						6,320	I	by Trust 1 ⁽³⁾

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 Security (Instr. 3 and 4)	Am or Num of S	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option (right to buy)	\$ 37.4	06/28/2010		A	56,473	06/28/2014 07/28/2020	Common Stock	56	
Non-Qualified Stock Option (right to buy)	\$ 37.4	06/28/2010		A	42,112	06/28/2014 07/28/2020	Common Stock	42	
Restricted Stock Units	\$ 0 ⁽⁴⁾	06/28/2010		A	5,648	06/28/2014 06/28/2014	Common Stock	5,	
Restricted Stock Units	\$ 0 ⁽⁴⁾	06/28/2010		A	4,212	06/28/2014 06/28/2014	Common Stock	4,	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

OGrady Shawn P
NUMBER ONE GENERAL MILLS BOULEVARD
MINNEAPOLIS, MN 55426

SVP, Pres Consumer Food Sales

Signatures

By: Christopher A Rauschl For: Shawn P
O'Grady

06/30/2010

__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 28, 2014
- (2) Held in Trust by the Trustee of the General Mills Savings Plan.
- (3) Held in Trust for the benefit of the reporting person's spouse by the Trustee of the General Mills Savings Plan.
- (4) 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.
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.