

OGrady Shawn P  
Form 4  
June 30, 2010

**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 \*  
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	Price	
Common Stock	06/28/2010		F		182	\$ 37.34	D
Common Stock	06/28/2010		A		83.466	\$ 0	D
Common Stock	06/28/2010		A		5,648 <sup>(1)</sup>	\$ 0	D
Common Stock	06/28/2010		A		2,882 <sup>(1)</sup>	\$ 0	D
Common Stock	06/28/2010		F		95	\$ 37.34	I by Spouse

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

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			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 37.4	06/28/2010		A		56,473		06/28/2014	07/28/2020	Common Stock	56,473
Non-Qualified Stock Option (right to buy)	\$ 37.4	06/28/2010		A		42,112		06/28/2014	07/28/2020	Common Stock	42,112
Restricted Stock Units	\$ 0 <sup>(4)</sup>	06/28/2010		A		5,648		06/28/2014	06/28/2014	Common Stock	5,648
Restricted Stock Units	\$ 0 <sup>(4)</sup>	06/28/2010		A		4,212		06/28/2014	06/28/2014	Common Stock	4,212

## Reporting Owners

Reporting Owner Name / Address

Relationships

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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.  
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