

GENERAL MILLS INC
Form 4
February 05, 2007

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 *
DARCY RANDY G

(Last) (First) (Middle)

GENERAL MILLS,
INC., NUMBER ONE GENERAL
MILLS BLVD.

(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)
02/01/2007

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)
EXECUTIVE VICE PRESIDENT

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
COMMON STOCK	02/01/2007		M	A	\$ 37.9063	0	D
COMMON STOCK	02/01/2007		M	A	\$ 32.25	0	D
COMMON STOCK	02/01/2007		M	A	\$ 34.78	0	D
COMMON STOCK	02/01/2007		S	D	\$ 57.32	0	D
COMMON STOCK	02/01/2007		S	D	\$ 57.25	0	D

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COMMON STOCK	02/01/2007		S	2,600	D	\$ 57.31	0		D
COMMON STOCK	02/01/2007		S	1,900	D	\$ 57.24	0		D
COMMON STOCK	02/01/2007		S	2,600	D	\$ 57.28	0		D
COMMON STOCK	02/01/2007		S	1,900	D	\$ 57.27	0		D
COMMON STOCK	02/01/2007		S	1,500	D	\$ 57.26	0		D
COMMON STOCK	02/01/2007		S	2,900	D	\$ 57.36	0		D
COMMON STOCK	02/01/2007		S	3,500	D	\$ 57.4	0		D
COMMON STOCK	02/01/2007		S	5,750	D	\$ 57.39	0		D
COMMON STOCK	02/01/2007		S	3,700	D	\$ 57.38	0		D
COMMON STOCK	02/01/2007		S	7,100	D	\$ 57.37	0		D
COMMON STOCK	02/01/2007		S	9,800	D	\$ 57.29	0		D
COMMON STOCK	02/01/2007		S	3,400	D	\$ 57.35	0		D
COMMON STOCK	02/01/2007		S	1,900	D	\$ 57.33	0		D
COMMON STOCK	02/01/2007		S	5,000	D	\$ 57.3	125,472		D
COMMON STOCK							6,373	I	(See Footnote) <u>(1)</u>

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
OPTION TO BUY	\$ 34.78	02/01/2007		M		20,400		08/01/1997	09/01/2007	COMMON STOCK	20,400
OPTION TO BUY	\$ 32.25	02/01/2007		M		992		06/23/2002	07/23/2007	COMMON STOCK	992
OPTION TO BUY	\$ 37.9063	02/01/2007		M		50,000		12/08/2002	01/08/2008	COMMON STOCK	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DARCY RANDY G GENERAL MILLS, INC. NUMBER ONE GENERAL MILLS BLVD. MINNEAPOLIS, MN 55426			EXECUTIVE VICE PRESIDENT	

Signatures

Trevor Gunderson by Power of Attorney on behalf of RANDY
DARCY 02/05/2007

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