PALMORE RODERICK A

Form 4 July 01, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL OMB

Washington, D.C. 20549 Check this box

3235-0287 Number: January 31, Expires:

2005

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PALMORE RODERICK A

2. Issuer Name and Ticker or Trading

GENERAL MILLS INC [GIS]

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Last)

(City)

(Middle)

(Check all applicable)

(First)

(7:m)

3. Date of Earliest Transaction

(Month/Day/Year)

06/29/2009

Director 10% Owner _X__ Officer (give title Other (specify

below)

NUMBER ONE GENERAL MILLS **BOULEVARD**

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

EVP, GenCounsel, ChiefComp&Risk

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

MINNEAPOLIS, MN 55426

(City)	(State) (Z	Table	I - Non-De	rivative S	Securi	ties Aco	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	nAcquired	(A) o	r	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed	of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					or		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common			Code 1	9,382	(D)	11100			
	06/29/2009		A		A	\$0	39,176	D	
Stock				<u>(1)</u>					
Common				2,253					
Stock	06/29/2009		A	(1)	A	\$ 0	41,429	D	
SIUCK									
Common									- (2)
Stock							292	I	by Trust (2)
DIOCI									

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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. Conversor Exercite of Exercite of Derivat Security	sion (Month/Day/Ye	Date 3A. Deemed ear) Execution Date, if any (Month/Day/Year	Code	5. Number of iorDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	erivative Expiration Date (courities (Month/Day/Year) cquired (A) Disposed of D) nstr. 3, 4,		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Non-Quali Stock Opti (right to bu	on \$ 55.	84 06/29/200	9	A	31,272	06/29/2013	07/29/2019	Common Stock	31
Restricted Stock Unit	\$ 0 <u>9</u>	06/29/200	9	A	9,382	06/29/2013	06/29/2013	Common Stock	9,
Restricted Stock Unit	\$ 0 <u>0</u>	(3) 06/29/200	9	A	2,253	06/29/2013	06/29/2013	Common Stock	2,

Reporting Owners

	Relationsh	ips
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Reporting Owner Name / Address	Director	10% Owner	Officer		Other
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PALMORE RODERICK A NUMBER ONE GENERAL MILLS BOULEVARD MINNEAPOLIS, MN 55426

EVP,

GenCounsel, ChiefComp&Risk

Signatures

By: Trevor V. Gunderson For: Roderick A.
Palmore
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
- (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. 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.

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