

OGrady Shawn P
Form 4
June 26, 2012

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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)

06/23/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below) below)

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Ownership (Instr. 4)
Common Stock	06/23/2012		F	151 D	\$ 38.44	101,267.19	D
Common Stock	06/23/2012		A	46.62 A	\$ 0	101,313.81	D
Common Stock	06/23/2012		M	7,116 A	108,429.81	D	
Common Stock	06/23/2012		D	7,116 D	\$ 38.44	101,313.81	D
Common Stock	06/23/2012		F	78 D	\$ 38.44	69,197.114	I by Spouse

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Common Stock	06/23/2012	A	28.11	A	\$ 0	69,225.224	I	by Spouse
Common Stock	06/23/2012	M	3,658	A	<u>(1)</u>	72,883.224	I	by Spouse
Common Stock	06/23/2012	D	3,658	D	\$ 38.44	69,225.224	I	by Spouse
Common Stock						9,048	I	by Trust <u>(2)</u>
Common Stock						6,705	I	by Trust 1 <u>(3)</u>

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

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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 <u>(1)</u>	06/23/2012		M		7,116		06/23/2012	06/23/2012	Common Stock	7,116
Restricted Stock Units	\$ 0 <u>(1)</u>	06/23/2012		M		3,658		06/23/2012	06/23/2012	Common Stock	3,658

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
OGrady Shawn P NUMBER ONE GENERAL MILLS BOULEVARD	Senior Vice President

MINNEAPOLIS, MN 55426

Signatures

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

06/26/2012

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

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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