GENERAL MILLS INC

Form 4

September 27, 2006

FORM 4

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

OMB Number:

3235-0287

0.5

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to

SECURITIES

January 31, Expires: 2005

OMB APPROVAL

Estimated average burden hours per

response...

Form 4 or Form 5 obligations may continue.

See Instruction

Section 16.

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 * HOPE RICHARDS JUDITH

2. Issuer Name and Ticker or Trading Symbol

GENERAL MILLS INC [GIS]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

below)

(Last)

(City)

(Instr. 3)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

X_ Director Officer (give title

10% Owner

Other (specify

PAUL, HASTINGS, JANOFSKY & WALKER LLP, 875 15TH STREET

(Street)

(State)

N.W., 10TH FLOOR

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

09/25/2006

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

Person

WASHINGTON, DC 20005

1. Title of Security 2. Transaction Date 2A. Deemed

(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date, if

(Month/Day/Year)

4. Securities 3. TransactionAcquired (A) or Code

5. Amount of Securities Beneficially

Owned

6. Ownership Form: Direct (D)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

or Indirect Following Reported (I) Transaction(s)

(Instr. 4)

(A) Code V Amount

A

(Instr. 3 and 4) (D) Price

RESTRICTED **UNITS**

09/25/2006

 $A^{(2)}$

1,000 (3)

<u>(2)</u> 25,277 D

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)

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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 onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and Am Underlying Sec (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shar
OPTION TO BUY	\$ 55.11	09/25/2006		A <u>(1)</u>	10,000	09/24/2007	09/25/2016	COMMON STOCK	10,00

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
HOPE RICHARDS JUDITH PAUL, HASTINGS, JANOFSKY & WALKER LLP 875 15TH STREET N.W., 10TH FLOOR WASHINGTON, DC 20005	X					

Signatures

Trevor Gunderson by Power of Attorney on behalf of JUDITH RICHARDS
HOPE
09/26/2006

**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) Non-Employee Director option (right to buy) granted under the General Mills, Inc. 2006 Compensation Plan for Non-Employee
- (2) Restricted stock unit award granted under the General Mills, Inc. 2006 Compensation Plan for Non-Employee Directors.
- (3) Following vest, on date(s) selected in advance by Reporting Person, Reporting Person shall be eligible to receive one share of common stock for each restricted stock unit.

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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