

Powell Kendall J
Form 4
April 03, 2009

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 *
Powell Kendall J

2. Issuer Name and Ticker or Trading Symbol
GENERAL MILLS INC [GIS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
NUMBER ONE GENERAL MILLS BOULEVARD

3. Date of Earliest Transaction (Month/Day/Year)
04/02/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board & CEO

(Street)
MINNEAPOLIS, MN 55426

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or Price		
Common Stock	04/02/2009		M		4,960 (1)	A	\$ 40.11 141,245.9428 D
Common Stock	04/02/2009		F		4,247 (1)	D	\$ 51.02 136,998.9428 D
Common Stock	04/02/2009		M		22,296 (1)	A	\$ 41.5 159,294.9428 D
Common Stock	04/02/2009		F		19,497 (1)	D	\$ 51.02 139,797.9428 D
Common Stock	04/02/2009		M		4,204 (1)	A	\$ 41.5 144,001.9428 D

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Common Stock	04/02/2009	S	<u>4,204</u> ⁽¹⁾	D	\$ <u>51.4038</u> ⁽²⁾	139,797.9428	D	
Common Stock	04/02/2009	M	<u>21,000</u> ⁽¹⁾	A	\$ 34.56	160,797.9428	D	
Common Stock	04/02/2009	S	<u>15,854</u> ⁽¹⁾	D	\$ <u>51.4038</u> ⁽²⁾	144,943.9428	D	
Common Stock						1,349	I	by Trust <u>(3)</u>

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 34.56	04/02/2009		M	21,000	12/13/2003 01/13/2010	Common Stock 21
Non-Qualified Stock Option (right to buy)	\$ 40.11	04/02/2009		M	4,960	06/28/2003 07/28/2009	Common Stock 4,
Non-Qualified Stock Option (right to buy)	\$ 41.5	04/02/2009		M	22,296	08/02/1999 09/01/2009	Common Stock 22
Non-Qualified Stock Option (right to buy)	\$ 41.5	04/02/2009		M	4,204	08/02/1999 09/01/2009	Common Stock 4,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Powell Kendall J NUMBER ONE GENERAL MILLS BOULEVARD MINNEAPOLIS, MN 55426	X		Chairman of the Board & CEO	

Signatures

By: Trevor V Gunderson For: Kendall J
Powell

04/03/2009

__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) Shares were sold pursuant to a 10b5-1 trading plan dated January 5, 2009.
Represents the weighted average of actual sale prices that range from \$51.40 to \$51.4078. Full information regarding the number of shares sold at each separate price is available upon request of the Securities and Exchange Commission or any security holder of the company.
 - (3) Held in Trust by the Trustee of the General Mills Savings Plan.
 - (4) 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.