GENERAL MILLS INC

Form 4

September 23, 2009

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

OMB

3235-0287 Number: January 31,

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5. Relationship of Reporting Person(s) to

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

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

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading **ODLAND STEPHEN A** Issuer Symbol GENERAL MILLS INC [GIS] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Officer (give title Other (specify C/O OFFICE DEPOT, INC, 6600 09/21/2009 below) NORTH MILITARY TRAIL (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

BOCA RATON, FL 33496

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of TransactionAcquired (A) or Security (Month/Day/Year) Execution Date, if Securities Form: Direct Indirect (Instr. 3) 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) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price 1,484 Common 09/21/2009 Α \$0 7,242.1331 D (1)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8) | 5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exerc Expiration D (Month/Day/ | ate | 7. Title and A Underlying S (Instr. 3 and | Securitie |
|---|---|---|---|--|--|--|--------------------|---|---------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amour or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 60.66 | 09/21/2009 | | A(2) | 7,418 | <u>(3)</u> | 09/21/2019 | Common Stock | 7,41 |

Reporting Owners

Relationships Reporting Owner Name / Address

10% Owner Officer Other Director

ODLAND STEPHEN A C/O OFFICE DEPOT, INC 6600 NORTH MILITARY TRAIL BOCA RATON, FL 33496



Signatures

By: Christopher A. Rauschl For: Stephen A. Odland

09/23/2009

**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).
 - Automatic grant of restricted stock units under the General Mills, Inc. 2006 Compensation Plan for Non-Employee Directors. Each
- (1) restricted stock unit vests on the date of the next annual meeting of General Mills stockholders and represents a contingent right to receive one share of General Mills, Inc. common stock.
- Automatic grant of Non-Employee Director stock option (right to buy) under the General Mills, Inc. 2006 Compensation Plan for Non-Employee Directors.
- (3) Vests on the date of the next annual meeting of General Mills stockholders.

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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