

GENERAL MILLS INC  
Form 8-K  
August 29, 2007

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

**FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): August 24, 2007

**GENERAL MILLS, INC.**

(Exact Name of Registrant as Specified in its Charter)

Delaware

001-01185

41-0274440

(State of Incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

Number One General Mills Boulevard  
Minneapolis, Minnesota  
(Mail: P.O. Box 1113)

55426  
(Mail: 55440)

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (763) 764-7600

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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SIGNATURE

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Underwriting Agreement

Officers' Certificate and Authentication Order

Opinion

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**Item 8.01 Other Events.**

On August 24, 2007, General Mills, Inc. (the Company ) agreed to sell \$700,000,000 aggregate principal amount of its 5.650% Notes due 2012 (the Notes ) pursuant to an Underwriting Agreement, dated August 24, 2007 (the

Underwriting Agreement ), among the Company, Citigroup Global Markets Inc., Deutsche Bank Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated. The Notes will be issued pursuant to that certain Indenture, dated as of February 1, 1996 (the Indenture ), between the Company and U.S. Bank National Association (formerly known as First Trust of Illinois, National Association), as Trustee, and the Officers Certificate and Authentication Order, dated August 29, 2007 (the Officers Certificate ), pursuant to Sections 201, 301 and 303 of the Indenture. The offer and sale of the Notes have been registered under the Securities Act of 1933, as amended, by Registration Statements on Form S-3 (Nos. 333-116779 and 333-75808). The sale of the Notes is expected to close on August 29, 2007.

The purpose of this Current Report is to file with the Securities and Exchange Commission the Underwriting Agreement, the Officers Certificate and the opinion of Siri S. Marshall with respect to the validity of the Notes.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

- 1.1 Underwriting Agreement, dated August 24, 2007, among the Company, Citigroup Global Markets Inc., Deutsche Bank Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated.
  
  - 4.1 Officers Certificate and Authentication Order, dated August 29, 2007, for the 5.650% Notes due 2012 (which includes the form of Note) issued pursuant to the Indenture.
  
  - 5.1 Opinion of Siri S. Marshall, Esq.
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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 29, 2007

GENERAL MILLS, INC.

By: /s/ Donal L. Mulligan

Name: Donal L. Mulligan

Title: Executive Vice President and  
Chief Financial Officer

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**EXHIBIT INDEX**

| Exhibit<br>Number | Description  |
|-------------------|--|
| 1.1               | Underwriting Agreement, dated August 24, 2007, among the Company, Citigroup Global Markets Inc., Deutsche Bank Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated. |
| 4.1               | Officers Certificate and Authentication Order, dated August 29, 2007, for the 5.650% Notes due 2012 (which includes the form of Note) issued pursuant to the Indenture.                |
| 5.1               | Opinion of Siri S. Marshall, Esq.  |