GENERAL MILLS INC

Form 4 April 06, 2006

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005 Estimated average burden hours per

0.5

response...

Form filed by More than One Reporting

Form 4 or Form 5 obligations may continue. See Instruction

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 Ac	•	orting Person *	2. Issuer Name and Ticker or Trading Symbol GENERAL MILLS INC [GIS]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle) GENERAL MILLS, INC., NUMBER ONE GENERAL		, ,	3. Date of Earliest Transaction (Month/Day/Year) 04/05/2006	(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify below) Sr VP and General Counsel		
MILLS BLV	D. (Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
(silect)			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		

MINNEAPOLIS, MN 55426

(City)	(State) (2	Table I - Non-Derivative Secu					quired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired (A) Transactior Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or		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)			
COMMON STOCK	04/05/2006		Code V M	Amount 9,428	(D)	Price \$ 26.845	0	D		
COMMON STOCK	04/05/2006		M	30,000	A	\$ 26.845	0	D		
COMMON STOCK	04/05/2006		S	39,428	D	\$ 50.95	55,329	D		
COMMON STOCK							2,822	I	(See Footnote)	

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		erivative Expiration Date (curities (Month/Day/Year) equired (A) Disposed of (b) enstr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shar
OPTION TO BUY	\$ 26.845	04/05/2006		M		30,000	06/24/2001	07/24/2006	COMMON STOCK	30,00
OPTION TO BUY	\$ 26.845	04/05/2006		M		9,428	06/24/2001	07/24/2006	COMMON STOCK	9,428

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
MARSHALL SIRI S GENERAL MILLS, INC. NUMBER ONE GENERAL MILLS BLVD. MINNEAPOLIS, MN 55426			Sr VP and General Counsel				

Signatures

Trevor Gunderson by Power of Attorney on behalf of SIRI
MARSHALL
04/06/2006

**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) Held in Trust by the Trustee of the General Mills Savings Plan.
- (2) 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.

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