

Powell Kendall J  
Form 4  
April 29, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
04/26/2011

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

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	04/26/2011		A		4,546 (1)	A	\$ 0 463,672 D
Common Stock	04/28/2011		M		26,700	A	\$ 24.805 490,372 D
Common Stock	04/28/2011		F		21,258 (2)	D	\$ 38.5 469,114 D
Common Stock	04/28/2011		M		15,200	A	\$ 21.895 484,314 D
Common Stock	04/28/2011		F		11,444 (2)	D	\$ 38.5 472,870 D

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Common Stock 3,329 I by Trust (3)

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 Underlying Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 21.895	04/28/2011		M	15,200	08/01/2001 <sup>(4)</sup> 09/01/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 24.805	04/28/2011		M	26,700	12/17/2005 01/17/2012	Common Stock

## 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: Christopher A Rauschl For: Kendall J Powell 04/29/2011  
 \*\*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) Award of restricted stock units that vest on April 26, 2016

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- (2) Shares were sold pursuant to a 10b5-1 trading plan dated March 25, 2011.
- (3) Held in Trust by the Trustee of the General Mills Savings Plan.
- (4) 20% of the option vested on this date and on each of the next four anniversaries of this date
- (5) Employee option (right to buy) granted 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.