

Davis Michael Lee  
 Form 4  
 July 24, 2012

**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 \*  
 Davis Michael Lee

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)  
 07/23/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Senior Vice President

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  | Price  |   |
| Common Stock                    | 07/23/2012                           |  | M                              |   | 65,626  | A \$ 23.055  | 233,663.96 D  |
| Common Stock                    | 07/23/2012                           |  | S                              |   | 65,626  | D \$ 38.1139   | 168,037.96 D  |
| Common Stock                    | 07/23/2012                           |  | M                              |   | 70,000  | A \$ 21.93   | 238,037.96 D  |
| Common Stock                    | 07/23/2012                           |  | S                              |   | 70,000  | D \$ 38.1139   | 168,037.96 D  |
|                                 | 07/23/2012                           |  | M                              |   | 57,750  | A \$ 23.485  | 225,787.96 D  |

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|              |            |  |   |        |   |                   |            |   |              |
|--------------|------------|--|---|--------|---|-------------------|------------|---|--------------|
| Common Stock |            |  |   |        |   |                   |            |   |              |
| Common Stock | 07/23/2012 |  | S | 57,750 | D | \$ 38.1139<br>(1) | 168,037.96 | D |              |
| Common Stock |            |  |   |        |   |                   | 28         | I | by Child #1  |
| Common Stock |            |  |   |        |   |                   | 28         | I | by Child #2  |
| Common Stock |            |  |   |        |   |                   | 7,057      | I | by Trust (2) |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(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. 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Option (right to buy)  | \$ 21.93   | 07/23/2012                           |  | M                              | 70,000  | 12/16/2006 01/16/2013                                    | Common Stock  | 70                            |
| Non-Qualified Stock Option (right to buy)  | \$ 23.055  | 07/23/2012                           |  | M                              | 65,626  | 12/15/2007 01/15/2014                                    | Common Stock  | 65                            |
| Non-Qualified Stock Option (right to buy)  | \$ 23.485  | 07/23/2012                           |  | M                              | 57,750  | 12/13/2008 01/13/2015                                    | Common Stock  | 57                            |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Davis Michael Lee  
NUMBER ONE GENERAL MILLS BOULEVARD  
MINNEAPOLIS, MN 55426

Senior Vice President

## Signatures

By: Christopher A Rauschl For: Michael L  
Davis

07/24/2012

\_\_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) Represents the weighted average of actual sale prices that range from \$38.06 to \$38.175. 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.
- (2) Held in Trust by the Trustee of the General Mills Savings Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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