

Friendly Ian R
Form 4
July 09, 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 *
Friendly Ian R

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)
07/05/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive 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	(D)	Price
Common Stock	07/05/2012		M		32,000	A	\$ 21.93
Common Stock	07/05/2012		S		32,000 <u>(1)</u>	D	\$ 38.9785 <u>(2)</u>
Common Stock	07/05/2012		M		32,000	A	\$ 21.93
Common Stock	07/05/2012		S		32,000 <u>(1)</u>	D	\$ 38.9785 <u>(2)</u>
	07/05/2012		M		15,000	A	\$ 23.055

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Common Stock								
Common Stock	07/05/2012	S	<u>15,000</u> ⁽¹⁾	D	\$ <u>38.9785</u> ⁽²⁾	280,393.16	D	
Common Stock	07/05/2012	M	15,000	A	\$ 23.055	295,393.16	D	
Common Stock	07/05/2012	S	<u>15,000</u> ⁽¹⁾	D	\$ <u>38.9785</u> ⁽²⁾	280,393.16	D	
Common Stock	07/05/2012	M	15,000	A	\$ 23.055	295,393.16	D	
Common Stock	07/05/2012	S	<u>11,187</u> ⁽¹⁾	D	\$ <u>38.9785</u> ⁽²⁾	284,206.16	D	
Common Stock	07/05/2012	M	15,000	A	\$ 23.055	299,206.16	D	
Common Stock	07/05/2012	S	<u>11,027</u> ⁽¹⁾	D	\$ <u>38.9785</u> ⁽²⁾	288,179.16	D	
Common Stock						752	I	by Child #1 ⁽³⁾
Common Stock						752	I	by Child #2 ⁽³⁾
Common Stock						752	I	by Child #3 ⁽³⁾
Common Stock						13,186	I	by Trust ⁽⁴⁾
Common Stock						8,288	I	by Trust 2 ⁽⁵⁾
Common Stock						7,950	I	by Trust 3 ⁽⁶⁾

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

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Non-Qualified Stock Option (right to buy)	\$ 21.93	07/05/2012	M		32,000		12/16/2006	01/16/2013	Common Stock	32
Non-Qualified Stock Option (right to buy)	\$ 21.93	07/05/2012	M		32,000		12/16/2006	01/16/2013	Common Stock	32
Non-Qualified Stock Option (right to buy)	\$ 23.055	07/05/2012	M		15,000		12/15/2007	01/15/2014	Common Stock	15
Non-Qualified Stock Option (right to buy)	\$ 23.055	07/05/2012	M		15,000		12/15/2007	01/15/2014	Common Stock	15
Non-Qualified Stock Option (right to buy)	\$ 23.055	07/05/2012	M		15,000		12/15/2007	01/15/2014	Common Stock	15
Non-Qualified Stock Option (right to buy)	\$ 23.055	07/05/2012	M		15,000		12/15/2007	01/15/2014	Common Stock	15

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Friendly Ian R NUMBER ONE GENERAL MILLS BOULEVARD MINNEAPOLIS, MN 55426			Executive Vice President	

Signatures

By: Christopher A Rauschl For: Ian R
Friendly
Date: 07/09/2012

**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) Shares were sold pursuant to a 10b5-1 trading plan dated April 4, 2012.

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- Represents the weighted average of actual sale prices that range from \$38.88 to \$39.0501. Full information regarding the number of
- (2) shares sold at each separate price is available upon request of the Securities and Exchange Commission or any security holder of the company.
 - (3) Shares held in irrevocable trust for the benefit of reporting person's child(ren).
 - (4) Held in Trust by the Trustee of the General Mills Savings Plan.
 - (5) Held in Trust for which the reporting person's spouse is a trustee and the reporting person's spouse and children are beneficiaries.
 - (6) Grantor Retained Annuity Trust for which reporting person serves as trustee and exercises investment and voting control.

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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