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GENERAL MILLS INC  
Form S-8 POS  
January 24, 2003

As filed with the Securities and Exchange Commission on January 24, 2003  
Registration No. 33-62729

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933  
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GENERAL MILLS, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

41-0274440  
(I.R.S. Employer  
Identification No.)

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Number One General Mills Boulevard  
Minneapolis, Minnesota 55426  
(Address, including zip code, of principal executive offices)  
(763) 764-7600  
(Registrant's telephone number, including area code)

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General Mills, Inc.  
1995 Salary Replacement Stock Option Plan  
(Full title of the plan)

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SIRI S. MARSHALL, Esq.  
Senior Vice President, General Counsel and Secretary  
Number One General Mills Blvd.  
Minneapolis, Minnesota 55426  
(763) 764-7230  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

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This Post-Effective Amendment No. 1 is being filed to de-register 389,739 shares of Common Stock of General Mills, Inc. (the "Registrant"). Such shares were registered under a Registration Statement on Form S-8, Registration No. 33-62729, for purchase under the Registrant's 1995 Salary Replacement Stock Option Plan. The Plan has been terminated, and all rights to purchase shares under the Plan have been exercised or have expired. The Registrant intends to carry forward 260,000 of the deregistered shares to a new Registration Statement on Form S-8 covering a separate benefit plan of the Registrant.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the

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registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Golden Valley (Minneapolis), State of Minnesota, on the 24th day of January, 2003.

GENERAL MILLS, INC.	)	
	)	
	)	
By                    Stephen W. Sanger	)	/s/ Siri S. Marshall
-----	)	-----
Chairman of the Board and	)	Siri S. Marshall
Chief Executive Officer	)	Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	
-----	-----	
/s/ Kenneth L. Thome	Senior Vice President,	January 21, 2003
-----	Financial Operations	
Kenneth L. Thome	(Principal Accounting Officer)	
/s/ Stephen R. Demeritt	Vice Chairman	January 21, 2003
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Stephen R. Demeritt		
/s/ Raymond G. Viault	Vice Chairman	January 21, 2003
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Raymond G. Viault		
Stephen W. Sanger	Chairman of the Board            )	
	and Chief Executive Officer)	
L. D. DeSimone	Director                            )	
William T. Esrey	Director                            )/s/ Siri S. Marshall	
Judith Richards Hope	Director                            )-----	
A. Michael Spence	Director                            )Siri S. Marshall	
Dorothy A. Terrell	Director                            )Attorney-in-fact	
	)January 24, 2003	
	Director	
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Paul S. Walsh	Director	
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Raymond V. Gilmartin	Director	
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Robert L. Johnson	Director	
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John M. Keenan	Director	
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Heidi G. Miller	Director	
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Hilda Ochoa-Brillembourg		

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s8/1995 Salary Replacement SOP