

DARCY RANDY G

Form 4

January 05, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DARCY RANDY G

(Last) (First) (Middle)

GENERAL MILLS,
INC., NUMBER ONE GENERAL
MILLS BLVD

(Street)

MINNEAPOLIS, MN 55426

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
GENERAL MILLS INC [GIS]

3. Date of Earliest Transaction
(Month/Day/Year)
01/04/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
X Officer (give title _____ Other (specify
below) below)
Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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	(A) or (D)	Price			
COMMON STOCK	01/03/2005		M		2,722	A	\$ 22.553	0		D
COMMON STOCK	01/03/2005		M		50,000	A	\$ 26.22	0		D
COMMON STOCK	01/03/2005		M		21,000	A	\$ 26.155	0		D
COMMON STOCK	01/03/2005		M		1,880	A	\$ 27.78	0		D
COMMON STOCK	01/03/2005		S		75,400	D	\$ 48.9224	0		D

Edgar Filing: DARCY RANDY G - Form 4

COMMON STOCK	01/03/2005	S	102	D	\$ 49.52	0	D	
COMMON STOCK	01/03/2005	S	100	D	\$ 49.5	76,984	D	
COMMON STOCK						5,658	I	See Footnote (1)
COMMON STOCK						407	I	See Footnote (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.

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. 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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
OPTION TO BUY	\$ 26.155	01/03/2005		M	21,000	09/18/1995 10/18/2005	COMMON STOCK 21,000
OPTION TO BUY	\$ 22.553	01/03/2005		M	2,722	12/12/1999 01/12/2005	COMMON STOCK 2,722
OPTION TO BUY	\$ 26.22	01/03/2005		M	50,000	06/26/2000 07/26/2005	COMMON STOCK 50,000
OPTION TO BUY	\$ 27.78	01/03/2005		M	1,880	11/01/2000 01/11/2006	COMMON STOCK 1,880

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DARCY RANDY G	Senior Vice President

GENERAL MILLS, INC.
NUMBER ONE GENERAL MILLS BLVD
MINNEAPOLIS, MN 55426

Signatures

Elizabeth Wittenberg by Power of Attorney on behalf of RANDY
DARCY

01/04/2005

____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) By adult child. The Reporting Person disclaims beneficial ownership.
- (3) 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.