

GENERAL MILLS INC  
Form 8-K  
February 03, 2009

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

February 3, 2009

General Mills, Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-01185

41-0274440

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

Number One General Mills Boulevard,  
Minneapolis, Minnesota

55426-1347

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

763-764-7600

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



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**Item 8.01 Other Events.**

On January 29, 2009, General Mills, Inc. (the "Company") agreed to sell \$1,150,000,000 aggregate principal amount of its 5.650% Notes due 2019 (the "Notes") pursuant to an Underwriting Agreement, dated January 29, 2009 (the "Underwriting Agreement"), among the Company, Deutsche Bank Securities Inc., J.P. Morgan Securities Inc. and Morgan Stanley & Co. Incorporated. The Notes will be issued pursuant to that certain Indenture, dated as of February 1, 1996 (the "Indenture"), between the Company and U.S. Bank National Association (formerly known as First Trust of Illinois, National Association), as Trustee, and the Officers' Certificate and Authentication Order, dated February 3, 2009 (the "Officers' Certificate"), pursuant to Sections 201, 301 and 303 of the Indenture. The offer and sale of the Notes have been registered under the Securities Act of 1933, as amended, by Registration Statement on Form S-3 (No. 333-155932). The sale of the Notes is expected to close on February 3, 2009.

The purpose of this Current Report is to file with the Securities and Exchange Commission the Underwriting Agreement, the Officers' Certificate and the opinion of Janice L. Marturano with respect to the validity of the Notes.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

1.1 Underwriting Agreement, dated January 29, 2009, among the Company, Deutsche Bank Securities Inc., J.P. Morgan Securities Inc. and Morgan Stanley & Co. Incorporated.

4.1 Officers' Certificate and Authentication Order, dated February 3, 2009, for the 5.650% Notes due 2019 (which includes the form of Note) issued pursuant to the Indenture.

5.1 Opinion of Janice L. Marturano, Esq.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

General Mills, Inc.

*February 3, 2009*

By: *Donal L. Mulligan*

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*Name: Donal L. Mulligan*

*Title: Executive Vice President, Chief Financial Officer*

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
1.1	Underwriting Agreement, dated January 29, 2009, among the Company, Deutsche Bank Securities Inc., J.P. Morgan Securities Inc. and Morgan Stanley & Co. Incorporated.
4.1	Officers' Certificate and Authentication Order, dated February 3, 2009, for the 5.650% Notes due 2019 (which includes the form of Note) issued pursuant to the Indenture.
5.1	Opinion of Janice L. Marturano, Esq.