

OGrady Shawn P
 Form 4
 December 26, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 OGrady Shawn P

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)
 12/21/2012

____ 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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-------------|---|-----------|
| | | | | (A) or (D) | Price | | | | | |
| | | | | Code | V | Amount | | | | |
| Common Stock | 12/21/2012 | | G | V | 489 | D | \$ 0 | 107,291.846 | D | |
| Common Stock | 12/21/2012 | | M | | 39,376 | A | \$ 23.055 | 146,667.846 | D | |
| Common Stock | 12/21/2012 | | S | | 39,376 | D | \$ 40.9813 | 107,291.846 | D | |
| Common Stock | 12/21/2012 | | M | | 39,376 | A | \$ 23.055 | 108,252.914 | I | by Spouse |
| Common Stock | 12/21/2012 | | S | | 39,376 | D | \$ 40.9518 | 68,876.914 | I | by Spouse |

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(2)

| | | | |
|--------------|-------|---|----------------|
| Common Stock | 9,193 | I | by Trust (3) |
| Common Stock | 6,812 | I | by Trust 1 (4) |

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 23.055 | 12/21/2012 | | M | 39,376 | 12/15/2007 01/15/2014 | Common Stock 39 |
| Non-Qualified Stock Option (right to buy) | \$ 23.055 | 12/21/2012 | | M | 39,376 | 12/15/2007 01/15/2014 | Common Stock 39 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| OGrady Shawn P NUMBER ONE GENERAL MILLS BOULEVARD MINNEAPOLIS, MN 55426 | | | Senior Vice President | |

Signatures

By: Christopher A Rauschl For: Shawn P O'Grady 12/26/2012

__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 \$40.97 to \$40.995. 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) Represents the weighted average of actual sale prices that range from \$40.95 to \$40.97. 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.
- (3) Held in Trust by the Trustee of the General Mills Savings Plan.
- (4) Held in Trust for the benefit of the reporting person's spouse 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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