

GENERAL MILLS INC  
Form 4  
December 23, 2004

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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 \*  
Powell Kendall J

(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)  
12/22/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

SR VICE PRESIDENT

6. Individual or Joint/Group Filing (Check Applicable Line)  
 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                    | 12/22/2004                           |  | M                              |   | 25,000 A \$ 26.22 0   | D  |   |
| COMMON STOCK                    | 12/22/2004                           |  | M                              |   | 3,044 A \$ 22.553 0   | D  |   |
| COMMON STOCK                    | 12/22/2004                           |  | S                              |   | 1,200 (2) D \$ 49.09 0  | D  |   |
| COMMON STOCK                    | 12/22/2004                           |  | S                              |   | 500 (2) D \$ 49.03 0  | D  |   |
| COMMON STOCK                    | 12/22/2004                           |  | S                              |   | 1,200 (2) D \$ 49.01 0  | D  |   |

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|              |            |  |   |                  |   |                 |   |                         |
|--------------|------------|--|---|------------------|---|-----------------|---|-------------------------|
| COMMON STOCK | 12/22/2004 |  | S | 900 <u>(2)</u>   | D | \$ 49 0         | D |                         |
| COMMON STOCK | 12/22/2004 |  | S | 1,200 <u>(2)</u> | D | \$ 48.9 0       | D |                         |
| COMMON STOCK | 12/22/2004 |  | S | 2,000 <u>(2)</u> | D | \$ 48.78 0      | D |                         |
| COMMON STOCK | 12/22/2004 |  | S | 2,300 <u>(2)</u> | D | \$ 48.86 0      | D |                         |
| COMMON STOCK | 12/22/2004 |  | S | 6,600 <u>(2)</u> | D | \$ 48.85 0      | D |                         |
| COMMON STOCK | 12/22/2004 |  | S | 1,800 <u>(2)</u> | D | \$ 48.84 0      | D |                         |
| COMMON STOCK | 12/22/2004 |  | S | 1,100 <u>(2)</u> | D | \$ 48.83 0      | D |                         |
| COMMON STOCK | 12/22/2004 |  | S | 400 <u>(2)</u>   | D | \$ 48.82 0      | D |                         |
| COMMON STOCK | 12/22/2004 |  | S | 400 <u>(2)</u>   | D | \$ 48.81 0      | D |                         |
| COMMON STOCK | 12/22/2004 |  | S | 1,100 <u>(2)</u> | D | \$ 48.8 0       | D |                         |
| COMMON STOCK | 12/22/2004 |  | S | 600 <u>(2)</u>   | D | \$ 48.94 0      | D |                         |
| COMMON STOCK | 12/22/2004 |  | S | 1,100 <u>(2)</u> | D | \$ 48.75 0      | D |                         |
| COMMON STOCK | 12/22/2004 |  | S | 600 <u>(2)</u>   | D | \$ 49.06 0      | D |                         |
| COMMON STOCK | 12/22/2004 |  | S | 5,044 <u>(2)</u> | D | \$ 49.15 63,938 | D |                         |
| COMMON STOCK |            |  |   |                  |   | 388             | I | See Footnote <u>(1)</u> |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3)    | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|---------------|------------------------------|------------------|------------|---|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
| OPTION TO BUY | \$ 22.553                    | 12/22/2004       | M          | 3,044   |      |   |     |     | 12/12/1999       | 01/12/2005      | COMMON STOCK | 3,044                      |
| OPTION TO BUY | \$ 26.22                     | 12/22/2004       | M          | 25,000  |      |   |     |     | 06/26/2000       | 07/26/2005      | COMMON STOCK | 25,000                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| Powell Kendall J<br>GENERAL MILLS INC<br>NUMBER ONE GENERAL MILLS BLVD<br>MINNEAPOLIS, MN 55426 |               |           | SR VICE PRESIDENT |       |

## Signatures

Trevor Gunderson by Power of Attorney on behalf of KENDALL POWELL 12/23/2004

\_\_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) Shares were sold pursuant to a 10b5-1 trading plan dated 09/23/2004
- (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.