

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2004-05-18** | Period of Report: **2004-05-17**
SEC Accession No. **0000897101-04-001013**

([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

SANGER STEPHEN W

CIK: **1204994**

Type: **4** | Act: **34** | File No.: **001-01185** | Film No.: **04816036**

Business Address

1000 NICOLLET MALL

TPS 3155

MINNEAPOLIS MN 55403

6126963459

ISSUER

GENERAL MILLS INC

CIK: **40704** | IRS No.: **410274440** | State of Incorporation: **DE** | Fiscal Year End: **0525**

SIC: **2040** Grain mill products

Mailing Address

P O BOX 1113

MINNEAPOLIS MN 55440

Business Address

NUMBER ONE GENERAL

MILLS BLVD

MINNEAPOLIS MN 55426

(763) 764-7600

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person SANGER STEPHEN W			2. Issuer Name and Ticker or Trading Symbol GENERAL MILLS INC [GIS]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman and CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/17/2004					
GENERAL MILLS INC, NUMBER ONE GENERAL MILLS BLVD			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) MINNEAPOLIS, MN 55426								
(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)
			Code	V	Amount	(A) or (D)	Price			
COMMON STOCK	05/17/2004		M		52,676	A	\$21.522	0	D	
COMMON STOCK	05/17/2004		F		9,144	D	\$45.87	629,080	D	
COMMON STOCK								9,970	I	See Footnote (2)
COMMON STOCK								100	I	See Footnote (3)
COMMON STOCK								3,065	I	See Footnote (1)
COMMON STOCK								3,065	I	See Footnote (1)

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
OPTION TO BUY	\$21.522	05/17/2004		M		52,676		04/25/1999	05/25/2004	COMMON STOCK	52,676	(4)	0	D

Explanation of Responses:

1. These shares are held in trusts for the benefit of the reporting person's minor children. The reporting person and his spouse are trustees of the trusts.
2. Held in Trust by the Trustee of the General Mills Savings Plan.
3. By Spouse.
4. Employee option (right to buy) granted by the Compensation Committee of Board of Directors of General Mills, Inc. under shareholder-approved stock option plans.

Signatures

/s/ Elizabeth Wittenberg by Power of Attorney on behalf of STEPHEN SANGER

05/18/2004

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.