

SECURITIES AND EXCHANGE COMMISSION

FORM N-30D

Initial annual and semi-annual reports mailed to investment company shareholders pursuant to Rule 30e-1 (other than those required to be submitted as part of Form NCSR)

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FILER

DREYFUS INSTITUTIONAL MONEY MARKET FUND INC

CIK: **315783** | IRS No.: **135673135** | State of Incorporation: **NY** | Fiscal Year End: **1231**
Type: **N-30D** | Act: **40** | File No.: **811-03025** | Film No.: **94545902**

Mailing Address
*C/O DREYFUS CORP
200 PARK AVENUE, 8TH
FLOOR
NEW YORK NY 10166*

Business Address
*144 GLENN CURTISS BLVD
UNIONDALE NY 11556
2129226807*

LETTER TO SHAREHOLDERS

Dear Shareholder:

For the six months ended June 30, 1994, the annualized yield of the Dreyfus Institutional Money Market Fund, Money Market Series reached 2.99%. This is the equivalent of an annualized effective yield of 3.03% after taking into account the effect of compounding. For the Government Securities Series, the 6-month annualized yield was 2.81%, or 2.85% after compounding.*

INTEREST RATE INCREASES

The yield, of course, reflects the rise in interest rates that began last February when the Federal Reserve Board took the first of a series of steps to forestall a return of inflation by increasing the cost of borrowed money.

The Fed was prompted by the strength that was exhibited by the U.S. economy. This strength was signalled by strong employment figures, increased production and improved corporate profits. Lately, another element has added to the argument for higher interest rates -- the weakness of the U.S. dollar versus the German mark and, particularly, the Japanese yen.

Historically, the Federal Reserve has not used interest rates to boost the value of the dollar on foreign markets. However, the slippage in the dollar's price in foreign exchange markets, combined with the evident strength of the domestic U.S. economy, could well prompt central bank authorities to take further preemptive steps to cool off the demand side of the economy.

PORTFOLIO REVIEW

Against this background of rising money rates, we have been cutting back the average maturity of the issues in your Fund's portfolio. We believe this places the Fund in a better position to seek to take advantage of market opportunities.

We continue to keep a very close watch on these economic and market developments. Our objective, as always, is to obtain rewarding yields on your cash assets without incurring unnecessary market risk.

We thank you for your investment in this Fund and would like to assure you of our constant attention to the Fund's investment goals.

Sincerely,

(Joseph S. DiMartino Signature Logo)

For The Dreyfus Corporation
Joseph S. DiMartino
President

July 12, 1994
New York, N.Y.

* Annualized effective yield is based upon dividends declared daily and reinvested monthly.

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DREYFUS INSTITUTIONAL MONEY MARKET FUND, MONEY MARKET SERIES
STATEMENT OF INVESTMENTS

	JUNE 30, 1994 (UNAUDITED)	
	PRINCIPAL AMOUNT	VALUE
	-----	-----
NEGOTIABLE BANK CERTIFICATES OF DEPOSIT-4.2%		
<S>	<C>	<C>
Old Kent Bank & Trust 3.50%, 10/6/94 (cost \$15,000,000).....	\$ 15,000,000	\$ 15,000,000 =====
COMMERCIAL PAPER-34.9%		
AES Shady Point Inc. 4.55%, 8/1/94 (a).....	\$ 10,000,000	\$ 9,960,992
Central Hispano North American Capital Corp. 3.31%, 7/13/94.....	15,000,000	14,983,700
Credito Italiano (Delaware) Inc. 3.30%, 7/26/94.....	15,000,000	14,966,146
General Motors Acceptance Corp. 4.74%-4.75%, 9/26/94-9/29/94.....	10,000,000	9,885,196
Generale Bank Inc. 3.28%-4.57%, 7/29/94-10/6/94.....	15,000,000	14,866,189
Kredietbank N.A. Finance Corp. 4.47%, 8/19/94.....	5,000,000	4,969,851
Lehman Brothers Holdings Inc. 4.65%-4.87%, 10/11/94-12/5/94.....	15,000,000	14,766,657
MPS U.S. Commercial Paper Corp.		

4.50%, 9/8/94.....	15,000,000	14,872,062
Merrill Lynch & Co. Inc.		
4.40%, 8/8/94.....	15,000,000	14,930,650
Morgan Stanley Group Inc.		
4.48%, 9/9/94.....	10,000,000	9,913,861
TOTAL COMMERCIAL PAPER (cost \$124,115,304).....		\$124,115,304
		=====
BANK NOTES--14.0%		
FCC National Bank Delaware		
4.58%, 3/14/95 (b).....	\$ 10,000,000	\$ 9,996,474
First National Bank of Chicago		
4.46%, 10/26/94 (b).....	10,000,000	10,000,000
NBD Bank N.A.		
4.58%, 10/13/94.....	15,000,000	15,000,728
PNC Bank N.A.		
3.40%-3.51%, 7/28/94-9/5/94.....	15,000,000	15,002,506
TOTAL BANK NOTES (cost \$49,999,708).....		\$ 49,999,708
		=====
CORPORATE NOTES--11.0%		
Bear Stearns Companies Inc.		
4.46%, 9/13/94 (b).....	\$ 15,000,000	\$ 15,000,000
Ford Motor Credit Co.		
3.77%, 12/12/94.....	5,000,000	5,036,911
General Motors Acceptance Corp.		
3.84%, 7/18/94.....	4,000,000	4,007,969
Pepsico Inc.		
3.57%, 2/3/95.....	15,000,000	14,994,204
TOTAL CORPORATE NOTES (cost \$39,039,084).....		\$ 39,039,084
		=====
DREYFUS INSTITUTIONAL MONEY MARKET FUND, MONEY MARKET SERIES		
STATEMENT OF INVESTMENTS (CONTINUED)		
	JUNE 30, 1994 (UNAUDITED)	
	PRINCIPAL	
	AMOUNT	VALUE
	-----	-----
U.S. GOVERNMENT AGENCIES--6.1%		
Federal National Mortgage Association,		
Consolidated Systemwide, Floating Rate Bonds		
4.74%, 2/14/97 (b).....	\$ 10,000,000	\$ 10,000,000
Federal National Mortgage Association,		
Discount Notes		
3.56%-3.60%, 10/13/94-11/22/94.....	11,700,000	11,543,807
TOTAL U.S. GOVERNMENT AGENCIES (cost \$21,543,807).....		\$ 21,543,807
		=====
TIME DEPOSIT--3.4%		
Republic National Bank of New York (London)		
5.51%, 7/1/94		
(cost \$12,181,000).....	\$ 12,181,000	\$ 12,181,000
		=====
REPURCHASE AGREEMENTS--11.2%		
Barclays de Zoete Wedd Securities Inc.		
4.50%, dated 6/30/94, due 7/1/94 in the amount		
of \$15,001,875		
(fully collateralized by \$15,595,000 U.S.		
Treasury Bills due 12/29/94, value \$15,228,388).....	\$ 15,000,000	\$ 15,000,000
Goldman Sachs & Co.		
4.50%, dated 6/30/94, due 7/1/94 in the amount		
of \$15,001,875		
(fully collateralized by \$16,015,000 U.S.		
Treasury Bills due 5/4/95, value \$15,307,991).....	15,000,000	15,000,000
Kidder Peabody & Co. Inc.		
4.25%, dated 6/30/94, due 7/1/94 in the amount		
of \$10,001,181		
(fully collateralized by \$10,015,000 U.S.		
Treasury Notes 4.25% due 8/31/94, value		
\$10,157,265).....	10,000,000	10,000,000
TOTAL REPURCHASE AGREEMENTS (cost \$40,000,000).....		\$ 40,000,000
		=====
TOTAL INVESTMENTS (cost \$301,878,903).....	84.8%	\$301,878,903
	=====	=====
CASH AND RECEIVABLES (NET).....	15.2%	\$ 54,282,708
	=====	=====
NET ASSETS	100.0%	\$356,161,611
	=====	=====

NOTES TO STATEMENT OF INVESTMENTS:

- (a) Backed by an irrevocable letter of credit.
- (b) Variable interest rate - subject to periodic change.

See independent accountants' review report and notes to financial statements.
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DREYFUS INSTITUTIONAL MONEY MARKET FUND, GOVERNMENT SECURITIES SERIES
 STATEMENT OF INVESTMENTS

		JUNE 30, 1994 (UNAUDITED)		
		ANNUALIZED	PRINCIPAL	
		YIELD ON	AMOUNT	VALUE
U.S. TREASURY BILLS--26.5%	DATE OF PURCHASE			
<S>	<C>			<C>
8/25/94.....	3.27%	\$ 5,000,000		\$ 4,975,441
12/8/94.....	4.62	10,000,000		9,799,334
12/22/94.....	4.72	10,000,000		9,777,183
TOTAL U.S. TREASURY BILLS (cost \$24,551,958).....				\$24,551,958
				=====
U.S. TREASURY NOTES--41.1%				
8%, 7/15/94.....	3.61%	\$ 5,000,000		\$ 5,008,264
4.25%, 7/31/94.....	3.39	15,000,000		15,010,150
6.875%, 8/15/94.....	3.33	10,000,000		10,042,505
8.625%, 8/15/94.....	3.41	8,000,000		8,050,009
TOTAL U.S. TREASURY NOTES (cost \$38,110,928).....				\$38,110,928
				=====
REPURCHASE AGREEMENTS--31.4%				
Aubrey G. Lanston & Co. Inc. dated 6/30/94, due 7/1/94 in the amount of \$9,001,063 (fully collateralized by \$9,500,000 U.S. Treasury Bills due 12/29/94, value \$9,276,671).....	4.25%	\$ 9,000,000		\$ 9,000,000
Daiwa Securities America Inc. dated 6/30/94, due 7/1/94 in the amount of \$8,000,944 (fully collateralized by \$8,215,000 U.S. Treasury Bills due 10/20/94, value \$8,103,313).....	4.25	8,000,000		8,000,000
First Interstate Bank of California dated 6/30/94, due 7/1/94 in the amount of \$3,028,526 (fully collateralized by \$2,875,000 U.S. Treasury Notes 11.25% due 5/15/94, value \$3,060,957).....	6.25	3,028,000		3,028,000
Kidder, Peabody & Co. Inc. dated 6/30/94, due 7/1/94 in the amount of \$9,001,063 (fully collateralized by \$9,025,000 U.S. Treasury Notes 7.625% due 12/31/94, value \$9,136,862).....	4.25	9,000,000		9,000,000
TOTAL REPURCHASE AGREEMENTS (cost \$29,028,000).....				\$29,028,000
				=====
TOTAL INVESTMENTS (cost \$91,690,886).....	99.0%			\$91,690,886
				=====
CASH AND RECEIVABLES (NET).....	1.0%			\$ 967,793
				=====
NET ASSETS.....	100.0%			\$92,658,679
				=====

See independent accountants' review report and notes to financial statements.
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DREYFUS INSTITUTIONAL MONEY MARKET FUND
 STATEMENT OF ASSETS AND LIABILITIES

		JUNE 30, 1994 (UNAUDITED)	
		MONEY MARKET SERIES	GOVERNMENT SECURITIES SERIES
<S>	<C>		
ASSETS:			
Investments in securities, at value (including repurchase agreements of \$40,000,000 and \$29,028,000 for the Money Market Series and the Government Securities Series, respectively)-Note 2(a,b).....		\$301,878,903	\$91,690,886
Cash.....		53,179,487	81,237
Interest receivable.....		1,289,160	970,097
Prepaid expenses.....		55,517	10,456
		-----	-----
		356,403,067	92,752,676
		-----	-----
LIABILITIES:			
Due to The Dreyfus Corporation.....		133,494	41,627
Accrued expenses.....		107,962	52,370

	241,456	93,997
NET ASSETS	\$356,161,611	\$92,658,679
REPRESENTED BY:		
Paid-in capital.....	\$356,418,570	\$92,789,481
Accumulated net realized (loss) on investments.....	(256,959)	(130,802)
NET ASSETS at value.....	\$356,161,611	\$92,658,679
Outstanding shares of Beneficial Interest, equivalent to a net asset value per share of \$1.00 for each series (unlimited number of \$.001 par value shares authorized).....	356,418,570	92,789,481

STATEMENT OF OPERATIONS SIX MONTHS ENDED JUNE 30, 1994 (UNAUDITED)

	MONEY MARKET SERIES	GOVERNMENT SECURITIES SERIES
INVESTMENT INCOME:		
INTEREST INCOME.....	\$ 6,258,597	\$ 2,105,359
EXPENSES--Note 2(c):		
Management fee_Note 3(a).....	\$ 864,468	\$ 305,579
Shareholder servicing costs_Note 3(b).....	124,214	32,846
Custodian fees.....	43,308	36,666
Professional fees.....	30,234	11,381
Trustees' fees and expenses_Note 3(c).....	19,345	7,367
Registration fees.....	16,012	4,482
Prospectus and shareholders' reports.....	5,765	1,827
Miscellaneous.....	5,598	2,397
TOTAL EXPENSES.....	1,108,944	402,545
INVESTMENT INCOME--NET.....	5,149,653	1,702,814
NET REALIZED GAIN (LOSS) ON INVESTMENTS--Note 2(b).....	(21,524)	774
NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS.....	\$ 5,128,129	\$ 1,703,588

See independent accountants' review report and notes to financial statements.
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DREYFUS INSTITUTIONAL MONEY MARKET FUND
STATEMENT OF CHANGES IN NET ASSETS

	MONEY MARKET SERIES		GOVERNMENT SECURITIES SERIES	
	YEAR ENDED DECEMBER 31, 1993	SIX MONTHS ENDED JUNE 30, 1994 (UNAUDITED)	YEAR ENDED DECEMBER 31, 1993	SIX MONTHS ENDED JUNE 30, 1994 (UNAUDITED)
<S>	<C>	<C>	<C>	<C>
OPERATIONS:				
Investment income--net.....	\$ 10,211,576	\$ 5,149,653	\$ 4,408,137	\$ 1,702,814
Net realized gain (loss) on investments	7,405	(21,524)	13,181	774
NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS..	10,218,981	5,128,129	4,421,318	1,703,588
DIVIDENDS TO SHAREHOLDERS FROM;				
Investment income--net.....	(10,211,576)	(5,149,653)	(4,408,137)	(1,702,814)
BENEFICIAL INTEREST TRANSACTIONS (\$1.00 per share):				
Net proceeds from shares sold....	5,849,191,027	2,355,376,373	695,721,400	207,846,751
Dividends reinvested.....	2,014,356	819,295	879,189	441,742
Cost of shares redeemed.....	(5,826,609,515)	(2,354,189,900)	(754,181,180)	(250,204,140)
INCREASE (DECREASE) IN NET ASSETS FROM BENEFICIAL INTEREST TRANSACTIONS	24,595,868	2,005,768	(57,580,591)	(41,915,647)
TOTAL INCREASE (DECREASE) IN NET ASSETS.....	24,603,273	1,984,244	(57,567,410)	(41,914,873)
NET ASSETS:				
Beginning of period.....	329,574,094	354,177,367	192,140,962	134,573,552
End of period.....	\$ 354,177,367	\$ 356,161,611	\$134,573,552	\$ 92,658,679

See independent accountants' review report and notes to financial statements.

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DREYFUS INSTITUTIONAL MONEY MARKET FUND, MONEY MARKET SERIES
FINANCIAL HIGHLIGHTS

Contained below is per share operating performance data for a share of Beneficial Interest outstanding, total investment return, ratios to average net assets and other supplemental data for each period indicated. This information has been derived from the Fund's financial statements.

PER SHARE DATA:	YEAR ENDED DECEMBER 31,				SIX MONTHS ENDED	
	1989	1990	1991	1992	1993	JUNE 30, 1994 (UNAUDITED)
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Net asset value, beginning of period...	\$.9992	\$.9988	\$.9987	\$.9992	\$.9993	\$.9993
INVESTMENT OPERATIONS:						
Investment income--net.....	.0878	.0769	.0570	.0345	.0272	.0148
Net realized and unrealized gain (loss) on investments.....	(.0004)	(.0001)	.0005	.0001	--	--
TOTAL FROM INVESTMENT OPERATIONS.....	.0874	.0768	.0575	.0346	.0272	.0148
DISTRIBUTIONS;						
Dividends from investment income--net..	(.0878)	(.0769)	(.0570)	(.0345)	(.0272)	(.0148)
Net asset value, end of period.....	\$.9988	\$.9987	\$.9992	\$.9993	\$.9993	\$.9993
TOTAL INVESTMENT RETURN	9.14%	7.99%	5.85%	3.51%	2.76%	3.00%*
RATIOS / SUPPLEMENTAL DATA:						
Ratio of expenses to average net assets	.50%	.50%	.60%	.63%	.63%	.64%*
Ratio of net investment income to average net assets.....	8.79%	7.72%	5.73%	3.48%	2.72%	2.98%*
Decrease reflected in above expense ratios due to undertakings by the Manager.....	.07%	.08%	--	--	--	--
Net Assets, end of period (000's Omitted)	\$477,113	\$401,461	\$354,090	\$329,574	\$354,177	\$356,162

* Annualized.

See independent accountants' review report and notes to financial statements.

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DREYFUS INSTITUTIONAL MONEY MARKET FUND, GOVERNMENT SECURITIES SERIES
FINANCIAL HIGHLIGHTS (CONTINUED)

Contained below is per share operating performance data for a share of Beneficial Interest outstanding, total investment return, ratios to average net assets and other supplemental data for each period indicated. This information has been derived from the Fund's financial statements.

PER SHARE DATA:	YEAR ENDED DECEMBER 31,				SIX MONTHS ENDED	
	1989	1990	1991	1992	1993	JUNE 30, 1994 (UNAUDITED)
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Net asset value, beginning of period...	\$.9991	\$.9985	\$.9989	\$.9987	\$.9992	\$.9990
INVESTMENT OPERATIONS:						
Investment income--net.....	.0855	.0758	.0557	.0338	.0260	.0139
Net realized and unrealized gain (loss) on investments.....	(.0006)	.0004	(.0002)	.0005	(.0002)	(.0004)
TOTAL FROM INVESTMENT OPERATIONS.....	.0849	.0762	.0555	.0343	.0258	.0135
DISTRIBUTIONS;						
Dividends from investment income--net..	(.0855)	(.0758)	(.0557)	(.0338)	(.0260)	(.0139)
Net asset value, end of period.....	\$.9985	\$.9989	\$.9987	\$.9992	\$.9990	\$.9986
TOTAL INVESTMENT RETURN	8.90%	7.85%	5.71%	3.44%	2.63%	2.82%*
RATIOS / SUPPLEMENTAL DATA:						
Ratio of expenses to average net assets	.50%	.50%	.65%	.64%	.65%	.66%*

Ratio of net investment income to average net assets.....	8.54%	7.58%	5.64%	3.42%	2.61%	2.79%*
Decrease reflected in above expense ratios due to undertakings by the Manager.....	.11%	.10%	--	-	-	--
Net Assets, end of period (000's Omitted)	\$214,481	\$246,174	\$174,173	\$192,141	\$134,574	\$92,659

* Annualized.

See independent accountants' review report and notes to financial statements.
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DREYFUS INSTITUTIONAL MONEY MARKET FUND
NOTES TO FINANCIAL STATEMENTS (UNAUDITED)

NOTE 1--GENERAL:

The Fund is registered under the Investment Company Act of 1940 ("Act") as a diversified open-end management investment company and operates as a series company issuing two classes of Beneficial Interest: the Money Market Series and the Government Securities Series. The Fund accounts separately for the assets, liabilities and operations of each series. Dreyfus Service Corporation ("Distributor"), a wholly-owned subsidiary of The Dreyfus Corporation ("Manager"), acts as the exclusive distributor of the Fund's shares, which are sold to the public without a sales charge.

It is the Fund's policy to maintain a continuous net asset value per share of \$1.00 for each series; the Fund has adopted certain investment, portfolio valuation and dividend and distribution policies to enable it to do so.

NOTE 2--SIGNIFICANT ACCOUNTING POLICIES:

(A) PORTFOLIO VALUATION: Investments are valued at amortized cost, which has been determined by the Fund's Board of Trustees to represent the fair value of the Fund's investments.

(B) SECURITIES TRANSACTIONS AND INVESTMENT INCOME: Securities transactions are recorded on a trade date basis. Realized gain and loss from securities transactions are recorded on the identified cost basis. Interest income is recognized on the accrual basis. Cost of investments represents amortized cost.

The Fund may enter into repurchase agreements with financial institutions, deemed to be creditworthy by the Fund's Manager, subject to the seller's agreement to repurchase and the Fund's agreement to resell such securities at a mutually agreed upon price. Securities purchased subject to repurchase agreements are deposited with the Fund's custodians and, pursuant to the terms of the repurchase agreement, must have an aggregate market value greater than or equal to the repurchase price plus accrued interest at all times. If the value of the underlying securities falls below the value of the repurchase price plus accrued interest, the Fund will require the seller to deposit additional collateral by the next business day. If the request for additional collateral is not met, or the seller defaults on its repurchase obligation, the Fund maintains the right to sell the underlying securities at market value and may claim any resulting loss against the seller.

(C) EXPENSES: Expenses directly attributable to each series are charged to that series' operations; expenses which are applicable to both series are allocated between them.

(D) DIVIDENDS TO SHAREHOLDERS: It is the policy of the Fund, with respect to both series, to declare dividends from investment income-net on each business day; such dividends are paid monthly. Dividends from net realized capital gain, with respect to both series, are normally declared and paid annually, but each series may make distributions on a more frequent basis to comply with the distribution requirements of the Internal Revenue Code. However, to the extent that a net realized capital gain of either series can be reduced by a capital loss carryover of that series, such gain will not be distributed.

(E) FEDERAL INCOME TAXES: It is the policy of each series to continue to qualify as a regulated investment company, if such qualification is in the best interests of its shareholders, by complying with the applicable provisions of the Internal Revenue Code, and to make distributions of taxable income sufficient to relieve it from substantially all Federal income taxes.

The Money Market Series has an unused capital loss carryover of approximately \$235,000 available for Federal income tax purposes to be applied against future net securities profits, if any, realized subsequent to December 31, 1993. The carryover does not include net realized securities losses from November 1, 1993

DREYFUS INSTITUTIONAL MONEY MARKET FUND
NOTES TO FINANCIAL STATEMENTS (UNAUDITED) (CONTINUED)

through December 31, 1993 which are treated for Federal income tax purposes as arising in 1994. If not applied, \$155,000 of the carryover expires in 1995 and \$80,000 expires in 1996.

The Government Securities Series has an unused capital loss carryover of approximately \$131,000 available for Federal income tax purposes to be applied against future net securities profits, if any, realized subsequent to December 31, 1993. If not applied, \$43,000 of the carryover expires in 1995, \$24,000 expires in 1996 and \$64,000 expires in 1997.

At June 30, 1994, the cost of investments of each series for Federal

income tax purposes was substantially the same as the cost for financial reporting purposes (see the Statement of Investments).

NOTE 3--MANAGEMENT FEE AND OTHER TRANSACTIONS WITH AFFILIATES:

(A) Pursuant to a management agreement ("Agreement") with the Manager, the management fee for each series is computed at the annual rate of 1/2 of 1% of the average daily value of the net assets of each series and is payable monthly.

The Agreement provides for an expense reimbursement from the Manager should the aggregate expenses of either series, exclusive of taxes, interest on borrowings, brokerage commissions and extraordinary expenses, exceed 1% of the average daily value of such series' net assets for any full year. No expense reimbursement was required pursuant to the Agreement for the six months ended June 30, 1994.

(B) Pursuant to the Fund's Shareholder Services Plan, each series reimburses the Distributor an amount not to exceed an annual rate of .25 of 1% of the value of a series' average daily net assets for servicing shareholder accounts. The services provided may include personal services relating to shareholder accounts, such as answering shareholder inquiries regarding the Fund and providing reports and other information, and services related to the maintenance of shareholder accounts. During the six months ended June 30, 1994, the Money Market Series and the Government Securities Series were charged an aggregate of \$52,009 and \$22,379, respectively, pursuant to the Shareholder Services Plan.

(C) Certain officers and trustees of the Fund are "affiliated persons," as defined in the Act, of the Manager and/or the Distributor. Each trustee who is not an "affiliated person" receives from the Fund an annual fee of \$4,500 and an attendance fee of \$500 per meeting.

(D) On December 5, 1993, the Manager entered into an Agreement and Plan of Merger (the "Merger Agreement") providing for the merger of the Manager with a subsidiary of Mellon Bank Corporation ("Mellon").

Following the merger, it is planned that the Manager will be a direct subsidiary of Mellon Bank, N.A. Closing of this merger is subject to a number of contingencies, including receipt of certain regulatory approvals and approvals of the stockholders of the Manager and of Mellon. The merger is expected to occur in August 1994, but could occur later.

As a result of regulatory requirements and the terms of the Merger Agreement, the Manager will seek various approvals from the Fund's shareholders before completion of the merger. Proxy materials, approved by the Fund's Board, recently have been mailed to Fund shareholders.

DREYFUS INSTITUTIONAL MONEY MARKET FUND
REVIEW REPORT OF ERNST & YOUNG LLP, INDEPENDENT ACCOUNTANTS
SHAREHOLDERS AND BOARD OF TRUSTEES
DREYFUS INSTITUTIONAL MONEY MARKET FUND

We have reviewed the accompanying statement of assets and liabilities, including the statement of investments, of Dreyfus Institutional Money Market Fund (comprising, respectively, the Money Market Series and the Government Securities Series) as of June 30, 1994, and the related statements of operations and changes in net assets and financial highlights for the six month period ended June 30, 1994. These financial statements and financial highlights are the responsibility of the Fund's management.

We conducted our review in accordance with standards established by the American Institute of Certified Public Accountants. A review of interim financial information consists principally of applying analytical procedures to financial data, and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with generally accepted auditing standards, which will be performed for the full year with the objective of expressing an opinion regarding the financial statements and financial highlights taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the interim financial statements and financial highlights referred to above for them to be in conformity with generally accepted accounting principles.

We have previously audited, in accordance with generally accepted auditing standards, the statement of changes in net assets for the year ended December 31, 1993 and financial highlights for each of the five years in the period ended December 31, 1993 and in our report dated February 9, 1994, we expressed an unqualified opinion on such statement of changes in net assets and financial highlights.

(Ernst & Young LLP Signature Logo)

New York, New York
August 5, 1994

(Dreyfus Logo)

Institutional
Money Market
Fund
Semi-Annual
Report

June 30, 1994

(Dreyfus Lion Logo)

(Dreyfus `D' Logo)

DREYFUS INSTITUTIONAL
MONEY MARKET FUND
144 Glenn Curtiss Boulevard
Uniondale, NY 11556
MANAGER
The Dreyfus Corporation
200 Park Avenue
New York, NY 10166
CUSTODIAN
The Bank of New York
110 Washington Street
New York, NY 10286
TRANSFER AGENT &
DIVIDEND DISBURSING AGENT
The Shareholder Services Group, Inc.
P.O. Box 9671
Providence, RI 02940

Further information is contained in the Prospectus,
which must precede or accompany this report.

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