

# SECURITIES AND EXCHANGE COMMISSION

## FORM 497J

Certification of no change in definitive materials under paragraph (j) of Securities Act Rule 497

Filing Date: **2005-05-02**  
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**DREYFUS INSTITUTIONAL MONEY MARKET FUND INC**

CIK: **315783** | IRS No.: **135673135** | State of Incorporation: **NY** | Fiscal Year End: **1231**  
Type: **497J** | Act: **33** | File No.: **002-67061** | Film No.: **05789011**

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*

May 2, 2005

Securities and Exchange Commission  
Judiciary Plaza  
450 Fifth Street, NW  
Washington, DC 20549

Re: Dreyfus Institutional Money Market Fund

- Government Securities Series

- Money Market Series

1933 Act File No. 2-67061

1940 Act File No. 811-3025

Dear Sir or Madam:

Pursuant to Rule 497(j) under the Securities Act of 1933, this is to certify that the form of Prospectus and Statement of Additional Information that would have been filed under paragraph (b) or (c) of this section does not differ from that contained in the most recent amendment, Post Effective Amendment No. 39 to the Registration Statement, electronically filed with the Securities and Exchange Commission on April 28, 2005.

Very truly yours,

/s/ Ashanti M. Hollingsworth

Ashanti M. Hollingsworth

Paralegal