

GENERAL MILLS INC
Form 8-K
September 29, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): September 26, 2011

GENERAL MILLS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State of Incorporation)

001-01185
(Commission

File Number)

41-0274440
(IRS Employer

Identification No.)

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Number One General Mills Boulevard

Minneapolis, Minnesota
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (763) 764-7600

55426
(Zip Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02(e) Compensatory Arrangements of Certain Officers and Directors.

On September 26, 2011, at the Annual Meeting of Stockholders of General Mills, Inc., stockholders adopted the 2011 Stock Compensation Plan, which replaces an existing plan that terminated on September 26, 2011. A description of the Stock Compensation Plan can be found in the Proxy Statement filed with the Securities and Exchange Commission on August 10, 2011.

At the Annual Meeting, stockholders also adopted the 2011 Compensation Plan for Non-Employee Directors. A description of the Plan can be found in the Proxy Statement filed with the Securities and Exchange Commission on August 10, 2011.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On September 26, 2011, General Mills, Inc. held its 2011 Annual Meeting of Stockholders. Set forth below for each matter voted upon are the number of votes cast for or against, the number of abstentions, and as applicable, the number of broker non-votes.

1. **Election of Directors.** The following individuals were elected as directors, each to serve a one-year term expiring at the Company's 2012 Annual Meeting of Stockholders, by the following votes:

| Director Nominee | For | Against | Abstain | Broker Non-Votes |
|--------------------------|-------------|------------|-----------|------------------|
| Bradbury H. Anderson | 433,383,870 | 7,444,223 | 1,131,160 | 105,524,433 |
| R. Kerry Clark | 433,313,823 | 7,525,821 | 1,119,609 | 105,524,433 |
| Paul Danos | 439,276,171 | 1,493,500 | 1,189,582 | 105,524,433 |
| William T. Esrey | 435,905,151 | 4,834,523 | 1,219,579 | 105,524,433 |
| Raymond V. Gilmartin | 429,639,603 | 11,182,658 | 1,136,992 | 105,524,433 |
| Judith Richards Hope | 435,805,060 | 4,972,590 | 1,181,603 | 105,524,433 |
| Heidi G. Miller | 437,510,855 | 3,362,195 | 1,086,203 | 105,524,433 |
| Hilda Ochoa-Brillembourg | 438,805,339 | 1,943,211 | 1,210,703 | 105,524,433 |
| Steve Odland | 439,117,231 | 1,680,470 | 1,161,552 | 105,524,433 |
| Kendall J. Powell | 430,441,842 | 10,418,976 | 1,098,435 | 105,524,433 |
| Michael D. Rose | 430,352,225 | 10,431,637 | 1,175,391 | 105,524,433 |
| Robert L. Ryan | 439,297,769 | 1,567,404 | 1,094,080 | 105,524,433 |
| Dorothy A. Terrell | 436,554,847 | 4,285,275 | 1,119,131 | 105,524,433 |

2. **Adoption of the 2011 Stock Compensation Plan.** A new Stock Compensation Plan was adopted to replace an existing plan, by the following vote:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-------------|-----------|------------------|
| 318,072,683 | 120,962,056 | 2,924,514 | 105,524,433 |

3. **Adoption of the 2011 Compensation Plan for Non-Employee Directors.** A new Compensation Plan for Non-Employee Directors was adopted to replace an existing plan, by the following vote:

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|-----------|------------------|
| 363,937,475 | 75,511,367 | 2,510,411 | 105,524,433 |

4. **Advisory Vote on Executive Compensation.** The Company's compensation for its named executive officers was approved on an advisory basis, by the following vote:

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|-----------|------------------|
| 411,489,345 | 22,313,533 | 8,156,375 | 105,524,433 |

5. **Frequency of Advisory Vote on Executive Compensation.** Holding an annual advisory vote on executive compensation was approved by the following vote:

| One Year | Two Years | Three Years | Abstain | Broker Non-Votes |
|-------------|-----------|-------------|-----------|------------------|
| 388,447,993 | 2,555,498 | 45,166,150 | 5,789,612 | 105,524,433 |

Since the stockholders approved the Board's recommendation for an annual vote, the Board has determined to hold an advisory vote on executive compensation on an annual basis.

6. **Ratification of Appointment of Independent Registered Public Accounting Firm.** The appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending May 29, 2012 was ratified by the following vote:

| For | Against | Abstain |
|-------------|-----------|-----------|
| 540,089,066 | 6,151,242 | 1,243,378 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 29, 2011

GENERAL MILLS, INC.

By: /s/ Trevor V. Gunderson

Name: Trevor V. Gunderson

Title: Vice President, Deputy General Counsel