GENERAL MILLS INC

Form 4 June 28, 2006

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Estimated average burden hours per response... 0.5

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SANGER STEPHEN W			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	GENERAL MILLS INC [GIS] 3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	X Director 10% Owner		
GENERAL MILLS,			06/26/2006	_X_ Officer (give title Other (specify below)		
INC., NUM		GENERAL		CHAIRMAN & CEO		
MILLS BLV	VD.					
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
				X Form filed by One Reporting Person Form filed by More than One Reporting		
MINNEAPO	DLIS. MN 5	5426		I offir fried by More than one Reporting		

MINNEAPOLIS, MN 55426

(State)

(Zip)

(City)

Table I - Non-Derivative Securities Acc	quired, Disposed of, or	r Beneficially Owned

(City)	(State) (Zi	Table 1	I - Non-De	rivative Se	curitie	es Acqu	iired, Disposed of	f, or Beneficial	lly 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)	Fransaction(A) or Disposed of Code (D)			Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
COMMON STOCK	06/26/2006		A	54,960 (4)	A	\$0	0	D	
COMMON STOCK	06/26/2006		A	306	A	\$0	1,036,975	D	
COMMON STOCK							10,362	I	(See Footnote)
COMMON STOCK							100	I	(See Footnote)

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COMMON STOCK	4,355	I	(See Footnote)
COMMON STOCK	4,355	I	(See Footnote)

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)

Date

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. Transactio Code (Instr. 8)	Derivative		erivative Expiration Date ecurities (Month/Day/Year) cquired (A) or isposed of (D) nstr. 3, 4, and		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Share
OPTION TO BUY	\$ 51.26	06/26/2006		A	468,750		06/26/2010	07/26/2016	COMMON STOCK	468,

Reporting Owners

Keiauonsnips					
Director	10% Owner	Officer	Other		
X		CHAIRMAN & CEO			
)					

Signatures

MINNEAPOLIS, MN 55426

Christopher A. Rauschl by Power of Attorney on behalf of STEPHEN
SANGER
06/27/2006

**Signature of Reporting Person

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) 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.

Reporting Owners 2

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- (2) Held in Trust by the Trustee of the General Mills Savings Plan.
- (3) By Spouse.
- (4) Award of restricted stock units that vest on June 26, 2010.

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.