

MILLER HEIDI
Form 4
April 29, 2013

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLER HEIDI

2. Issuer Name and Ticker or Trading Symbol
GENERAL MILLS INC [GIS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
12 GRAHAMPTON LANE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/25/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

GREENWICH, CT 06830

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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	(D)	Price
Common Stock	04/25/2013		M		20,000	A	\$ 27.555
							57,159.4808
							D
Common Stock	04/25/2013		S		20,000	D	\$ 49.5436
							37,159.4808
							D
							(1)
Common Stock	04/25/2013		M		20,000	A	\$ 22.89
							57,159.4808
							D
Common Stock	04/25/2013		S		20,000	D	\$ 49.5436
							37,159.4808
							D
							(1)
Common	04/25/2013		M		20,000	A	\$ 22.5
							57,159.4808
							D

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Stock

Common					\$		
Stock	04/25/2013		S	20,000	D	49.5436	37,159.4808 D
						<u>(1)</u>	

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.

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(9-02)

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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 22.5	04/25/2013		M	20,000	09/26/2005 09/27/2014	Common Stock	20
Non-Qualified Stock Option (right to buy)	\$ 22.89	04/25/2013		M	20,000	09/25/2006 09/26/2015	Common Stock	20
Non-Qualified Stock Option (right to buy)	\$ 27.555	04/25/2013		M	20,000	09/24/2007 09/25/2016	Common Stock	20

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER HEIDI 12 GRAHAMPTON LANE GREENWICH, CT 06830		X		

Signatures

By: Christopher A Rauschl For: Heidi G Miller 04/29/2013

**Signature of Reporting Person

 Date

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) Represents the weighted average of actual sale prices that range from \$49.44 to \$49.60. Full information regarding the number of shares sold at each separate price is available upon request of the Securities and Exchange Commission or any security holder of the company.

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

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