

GENERAL MILLS INC

Form 4

June 23, 2016

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
OGrady Shawn P

(Last) (First) (Middle)

NUMBER ONE GENERAL MILLS  
BOULEVARD

(Street)

MINNEAPOLIS, MN 55426

(City) (State) (Zip)

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

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

06/21/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Senior Vice President

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5)<br><br>(A)<br>or<br>(D) | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 06/21/2016                              |                                                             | A                                    | 3,571<br>(1)                                                                                       | A \$ 0 129,770.1434                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock                       | 06/21/2016                              |                                                             | A                                    | 31.34                                                                                              | A \$ 0 129,801.4834                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock                       | 06/21/2016                              |                                                             | A                                    | 5,242<br>(1)                                                                                       | A \$ 0 87,665.2602                                                                                              | I                                                                    | by Spouse                                                         |
| Common<br>Stock                       | 06/21/2016                              |                                                             | A                                    | 17.81                                                                                              | A \$ 0 87,683.0702                                                                                              | I                                                                    | by Spouse                                                         |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                                                    | 10,168                                                                                                          | I                                                                    | by Trust<br>(2)                                                   |
|                                       |                                         |                                                             |                                      |                                                                                                    | 7,534                                                                                                           | I                                                                    |                                                                   |

Common  
Stockby Trust 1  
(3)

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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|----------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                            | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 66.52                                                           | 06/21/2016                              |                                                             | A                                    |                                                                                                              | 35,704                                                         |     | 06/21/2020                                                     | 07/21/2026         | Common<br>Stock | 35,704                              |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 66.52                                                           | 06/21/2016                              |                                                             | A                                    |                                                                                                              | 21,610                                                         |     | 06/21/2020                                                     | 07/21/2026         | Common<br>Stock | 21,610                              |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

OGrady Shawn P  
NUMBER ONE GENERAL MILLS BOULEVARD  
MINNEAPOLIS, MN 55426

Senior Vice President

## Signatures

By: Christopher A. Rauschl For: Shawn P  
O'Grady

06/23/2016

\*\*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) Award of restricted stock units that vest on June 21, 2020.

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(2) Held in Trust by the Trustee of the General Mills Savings Plan.

(3) Held in Trust for the benefit of the reporting person's spouse by the Trustee of the General Mills Savings Plan.

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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