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DEMERITT STEPHEN R

Form 4

COMMON

STOCK

December 14, 2004

FORM 4	1									OMB AP	PROVAL	
	UNITI	ED STAT	TES		ES AND gton, D.C		NGF	E CON	MMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or				F CHANGES IN BENEFICIAL OWNE SECURITIES					RSHIP OF	Expires: Estimated available burden hours response		
Form 5 obligations may continue <i>See</i> Instruction 1(b).	Section	17(a) of	the P	ection 16(a) Jublic Utility of the Investi	Holding	Company	y Act	of 19	ect of 1934, 35 or Section			
Print or Type Resp	onses)											
1. Name and Address of Reporting Person * DEMERITT STEPHEN R				2. Issuer Name and Ticker or Trading Symbol GENERAL MILLS INC [GIS]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)		3. Date of Earliest Transaction (Check				k all applicable)				
GENERAL MI GENERAL MI				(Month/Day/Yo 12/13/2004	ear)				X Director X Officer (give tow) Vice		Owner (specify	
MINNEAPOLI	(Street) S, MN 554	426		4. If Amendme Filed(Month/Da		iginal		Ap _X	Individual or Join plicable Line) _ Form filed by Or _ Form filed by Mo	ne Reporting Per	son	
(City)	(State)	(Zip)		Table I N	Nan Danin	.4: C			rson	D		
1.Title of Security (Instr. 3) 2. Transaction Date 2A (Month/Day/Year) Excaps		Exec any	ecution Date, if Transaction		4. Securities Acquirion(A) or Disposed of (D)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code V		(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
RESTRICTED UNITS	12/13/20	004			A	10,313 (3)	A	\$0	174,298	D		
COMMON STOCK									8,824	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 (9-02)

1,840

Ι

See

(1)

Footnote

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required to respond unless the form displays a currently valid OMB control number.

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

1. Title o	of 2.	3. Transaction Date	3A. Deemed	4. 5. Number of 6.		6. Date Exercisable and		7. Title and Amoun	
Derivativ	ve Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date	Underlying Securiti		
Security	or Exercise		any	Code	Securities	(Month/Day/Year	.)	(Instr. 3 and 4)	
(Instr. 3)) Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or				
	Derivative				Disposed of (D)				
	Security				(Instr. 3, 4, and				
					5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An Nu Sha
OPTIO TO BU	\$ 46 9 /	12/13/2004		A	123,750	12/13/2008(5)	01/13/2015	COMMON STOCK	12

Relationshins

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
DEMERITT STEPHEN R						
GENERAL MILLS	v		Vias Chairman			
NUMBER ONE GENERAL MILLS BLVD	X		Vice Chairman			
MINNEAPOLIS, MN 55426						

Signatures

Elizabeth Wittenberg by Power of Attorney on behalf of STEPHEN

DEMERITT

12/14/2004

**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) By spouse. The Reporting Person disclaims beneficial ownership.
- (2) Held in Trust by the Trustee of the General Mills Savings Plan.
- (3) Restricted stock unit award granted under the General Mills 2003 Stock Compensation Plan by the Compensation Committee of the Board of Directors of General Mills no set value.
- (4) Employee option (right to buy) granted by the Compensation Committee of Board of Directors of General Mills, Inc. under shareholder-approved stock option plans.
- (5) This option becomes 100% exercisable four (4) years from date of grant.

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.

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