

OGrady Shawn P
Form 4
March 22, 2019

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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(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)
03/20/2019

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)

Group 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 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)
Common Stock	03/20/2019		M	61,294	A \$ 27.92	187,891.3484	D
Common Stock	03/20/2019		S	61,294 (1)	D \$ 48.5003 (2)	126,597.3484	D
Common Stock	03/20/2019		M	56,858	A \$ 27.92	140,449.7282	I by Spouse
Common Stock	03/20/2019		S	56,858 (1)	D \$ 48.5	83,591.7282	I by Spouse
Common Stock						11,234	I by Trust (3)

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Common Stock 8,235 I by Trust 1 ⁽⁴⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of S
Non-Qualified Stock Option (right to buy)	\$ 27.92	03/20/2019		M	61,294	06/29/2013 07/29/2019	Common Stock 61
Non-Qualified Stock Option (right to buy)	\$ 27.92	03/20/2019		M	56,858	06/29/2013 07/29/2019	Common Stock 56

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Group President

Signatures

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

03/22/2019

**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) Shares were sold pursuant to a 10b5-1 trading plan dated January 17, 2019.

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- (2) Represents the weighted average of actual sale prices that range from \$48.50 to \$48.52. 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.
- (3) Held in Trust by the Trustee of the General Mills Savings Plan.
- (4) 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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