

GENERAL MILLS INC  
Form 8-K  
September 28, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): September 26, 2005

GENERAL MILLS, INC.

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(Exact Name of Registrant as Specified in its Charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| Delaware  | 1-1185                      | 41-0274440                           |
| <hr/>   | <hr/>                       | <hr/>                                |
| (State of Incorporation)  | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |
| Number One General Mills Boulevard<br>Minneapolis, Minnesota<br>(Mail: P.O. Box 1113) |                             | 55426<br>(Mail: 55440)               |
| <hr/>   | <hr/>                       | <hr/>                                |
| (Address of Principal Executive Offices)  |                             | (Zip Code)                           |

Registrant's telephone number, including area code: (763) 764-7600

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On September 26, 2005, at the 2005 Annual Meeting of Stockholders (the Annual Meeting ) of General Mills, Inc. (the Company ), Company stockholders adopted the General Mills, Inc. 2005 Stock Compensation Plan (the 2005 Plan ). A description of the 2005 Plan can be found in the Company s Proxy Statement for the Annual Meeting filed with the Securities and Exchange Commission on August 11, 2005. A copy of the 2005 Plan is filed as Exhibit 10.1 hereto and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

10.1 General Mills, Inc. 2005 Stock Compensation Plan.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 28, 2005

GENERAL MILLS, INC.

By: /s/ Siri S. Marshall

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Name: Siri S. Marshall  
Title: Senior Vice President, General Counsel and  
Secretary

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**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>                                |
|---------------------------|---|
| 10.1                      | General Mills, Inc. 2005 Stock Compensation Plan. |