

Walker Sean N  
 Form 3  
 February 05, 2019

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL  
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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol                            |  |
| ^ Walker Sean N                           |         | (Month/Day/Year)                     | GENERAL MILLS INC [GIS]  |  |
| (Last)                                    | (First) | (Middle)                             | 02/01/2019   |  |
|   |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| NUMBER ONE GENERAL MILLS BLVD             |         |                                      | (Check all applicable)   |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director                                      | <input type="checkbox"/> 10% Owner                   |
|   |         |                                      | <input checked="" type="checkbox"/> Officer                            | <input type="checkbox"/> Other                       |
|   |         |                                      | (give title below)   | (specify below)                                      |
| MINNEAPOLIS, ^ MN ^ 55426                 |         |                                      | Group President  |  |
| (City)                                    | (State) | (Zip)                                | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
|   |         |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|   |         |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 63,094.607  | D  | ^   |
| Common Stock                    | 218.63  | I  | By Trust <sup>(1)</sup>                               |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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|   | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |   |
|---|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Phantom Stock                             | Â (2)            | Â (2)           | Common Stock | 14,462                     | \$ (2)              | D   | Â |
| Non-Qualified Stock Option (right to buy) | 06/28/2015       | 07/28/2021      | Common Stock | 26,337                     | \$ 37.21            | D   | Â |
| Non-Qualified Stock Option (right to buy) | 06/28/2014       | 07/28/2020      | Common Stock | 33,690                     | \$ 37.4             | D   | Â |
| Non-Qualified Stock Option (right to buy) | 06/26/2016       | 07/26/2022      | Common Stock | 29,489                     | \$ 38.15            | D   | Â |
| Non-Qualified Stock Option (right to buy) | 06/26/2022       | 07/26/2028      | Common Stock | 43,422                     | \$ 46.06            | D   | Â |
| Non-Qualified Stock Option (right to buy) | 06/25/2017       | 07/25/2023      | Common Stock | 27,157                     | \$ 48.33            | D   | Â |
| Non-Qualified Stock Option (right to buy) | 06/24/2018       | 07/24/2024      | Common Stock | 20,019                     | \$ 53.7             | D   | Â |
| Non-Qualified Stock Option (right to buy) | 06/27/2021       | 07/27/2027      | Common Stock | 36,023                     | \$ 55.52            | D   | Â |
| Non-Qualified Stock Option (right to buy) | 06/30/2019       | 07/31/2025      | Common Stock | 25,872                     | \$ 55.72            | D   | Â |
| Non-Qualified Stock Option (right to buy) | 06/21/2020       | 07/21/2026      | Common Stock | 30,066                     | \$ 66.52            | D   | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| Walker Sean N<br>NUMBER ONE GENERAL MILLS BLVD<br>MINNEAPOLIS, MN 55426 | Â             | Â         | Â Group President | Â     |

## Signatures

/s/ Christopher A. Rauschl For: Sean N. Walker 02/05/2019

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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) Held in Trust by the Trustee of the General Mills Savings Plan.

(2)

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Each common stock unit represents the right to receive the cash value of one share of General Mills, Inc. common stock. The reporting person deferred the receipt of a cash bonus and salary under the 2011 Stock Compensation Plan into common stock units, which are payable in cash at the end of the deferral period. The reporting person may transfer their common stock unit investment into an alternative investment at any time.

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.