

GENERAL MILLS INC  
Form 8-K  
September 26, 2006

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 25, 2006

**GENERAL MILLS, INC.**

(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State of Incorporation)

1-1185  
(Commission  
File Number)

41-0274440  
(IRS Employer  
Identification No.)

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Number One General Mills Boulevard  
Minneapolis, Minnesota  
(Mail: P.O. Box 1113)  
(Address of Principal Executive Offices)

55426  
(Mail: 55440)  
(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)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- 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 25, 2006, at the 2006 Annual Meeting of Stockholders (the "Annual Meeting") of General Mills, Inc. (the "Company"), Company stockholders adopted the General Mills, Inc. 2006 Compensation Plan for Non-Employee Directors (the "2006 Plan"). A description of the 2006 Plan can be found in the Company's Proxy Statement for the Annual Meeting filed with the Securities and Exchange Commission on August 10, 2006. A copy of the 2006 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. 2006 Compensation Plan for Non-Employee Directors.

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 26, 2006

GENERAL MILLS, INC.

By: /s/ Siri S. Marshall  
Name: Siri S. Marshall

Title: Senior Vice President, General Counsel and  
Secretary

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EXHIBIT INDEX

Exhibit

Number

Description

10.1      General Mills, Inc. 2006 Compensation Plan for Non-Employee Directors.