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GENERAL MILLS INC
Form 8-K
November 20, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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): November 15, 2002

GENERAL MILLS, INC.

(Exact Name of Registrant as Specified in Charter)

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

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

ITEM 5. OTHER EVENTS.

On November 15, 2002, the Registrant agreed to sell \$135,000,000 aggregate principal amount of its 3.901% Notes due 2007 (the "3.901% Notes") pursuant to a Placement Agency Agreement (the "Agency Agreement") dated November 15, 2002 between the Company and Banc of America Securities LLC, J.P. Morgan Securities Inc., Fleet Securities, Inc., HSBC Securities (USA) Inc. and Wachovia Securities, Inc. The 3.901% Notes will be issued pursuant to an Indenture (the "Indenture") dated as of February 1, 1996 between the Registrant and U.S. Bank National Association (formerly known as First Trust of Illinois, National Association), as trustee, and an Officers' Certificate and Authentication Order (including form of note to represent the 3.901% Notes) under the Indenture dated November 20, 2002 (the "Officers' Certificate"). The offer and sale of the 3.901% Notes has been registered under the Securities Act of 1933, as amended, by a registration statement on Form S-3 (Registration No. 333-75808) (the "Registration Statement").

The purpose of this Current Report is to file with the Commission the Agency Agreement, the Officers' Certificate and the Opinion of Siri S. Marshall

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with respect to the validity of the 3.901% Notes.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) Exhibits. The following exhibits to the Registration Statement are filed as part of this report:

- | | |
|-----|---|
| 1.1 | Placement Agency Agreement dated November 15, 2002 between General Mills, Inc. and Banc of America Securities LLC, JP Morgan Securities, Inc., Fleet Securities, Inc., HSBC Securities (USA) Inc. and Wachovia Securities, Inc. |
| 4.1 | Officers' Certificate and Authentication Order (including form of note to represent the 3.901% Notes) dated November 20, 2002 relating to the 3.901% Notes due 2007. |
| 5.1 | Opinion of Siri S. Marshall |

SIGNATURE

Pursuant to the requirements of Section 12 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.

Dated: November 20, 2002

GENERAL MILLS, INC.

By: /s/ Siri S. Marshall

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

EXHIBIT INDEX

Exhibit Number -----	Description -----
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4.1	Officers' Certificate and Authentication Order (including form of note to represent the 3.901% Notes) dated November 20, 2002 relating to the 3.901% Notes due 2007.

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5.1

Opinion of Siri S. Marshall