

GENERAL MILLS INC

Form 11-K/A

July 29, 2008

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

**FORM 11-K/A  
(Amendment No. 1)**

(Mark One):

☒ **ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934.**

**For the fiscal year ended December 31, 2007.**

**OR**

☐ **TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934.**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_.**

**Commission file number: 001-01185**

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

**General Mills 401(k) Savings Plan**

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

**General Mills, Inc.**

**Number One General Mills Boulevard**

**Minneapolis, Minnesota 55426**

**Explanatory Note:**

This Amendment No. 1 to our Annual Report on Form 11-K for the fiscal year ended December 31, 2007, initially filed on June 30, 2008 (the Initial Report ), is being filed for the sole purpose of correcting an error in the Total column of the Income from MTIA line of the Statement of Changes in Net Assets Available for Benefits on page 5 of the Initial Report.

Except as described above, no other amendments are being made to the Initial Report. The information contained in this Amendment No. 1 does not reflect events occurring after the filing of the Initial Report and does not modify or update the disclosures therein, except as specifically identified above.

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Consent of KPMG LLP

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**GENERAL MILLS 401(k) SAVINGS PLAN**

Financial Statements and Supplementary Schedules

December 31, 2007 and 2006

(With Report of Independent Registered Public Accounting Firm Thereon)

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**Report of Independent Registered Public Accounting Firm**

The Benefit Finance Committee of General Mills, Inc.

General Mills 401(k) Savings Plan:

We have audited the accompanying statements of net assets available for benefits of the General Mills 401(k) Savings Plan (the Plan) as of December 31, 2007 and 2006, and the related statements of changes in net assets available for benefits for the years ended December 31, 2007 and 2006. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the General Mills 401(k) Savings Plan as of December 31, 2007 and 2006, and the changes in net assets available for benefits for the years ended December 31, 2007 and 2006, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) and of reportable transactions as of and for the year ended December 31, 2007 are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

/s/ KPMG LLP

Minneapolis, Minnesota

June 30, 2008

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**Table of Contents****GENERAL MILLS 401(k) SAVINGS PLAN**

## Statement of Net Assets Available for Benefits

December 31, 2007

	<b>Allocated</b>	<b>Unallocated</b>	<b>Total</b>
Assets:			
Participant directed investments:			
Interest-bearing cash and short-term investments	\$ 24,358,528		24,358,528
Master Trust Investment Accounts (MTIA)	1,788,092,611		1,788,092,611
All other investments, at fair value:			
Common stock	398,867,988		398,867,988
Unallocated insurance contracts	15,030,054		15,030,054
Registered investment companies	5,066,763		5,066,763
Participant loan fund	30,860,655		30,860,655
Directed brokerage fund	66,656,401		66,656,401
 Total participant-directed investments	 2,328,933,000		 2,328,933,000
 Nonparticipant directed investments:			
Interest-bearing cash and short-term investments		36,426	36,426
Investments, at fair value:			
Common stock		741	741
 Total nonparticipant-directed investments		 37,167	 37,167
 Total investments	 2,328,933,000	 37,167	 2,328,970,167
 Receivables:			
Employer contributions		1,711,758	1,711,758
Interest and dividends	146,729	6,107	152,836
Miscellaneous	22,596		22,596
 Total assets	 2,329,102,325	 1,755,032	 2,330,857,357
 Liabilities:			
Accounts payable	1,978,615		1,978,615
Accounts payable for investments purchased	631,762		631,762
 Total liabilities	 2,610,377		 2,610,377
 Net assets available for benefits at fair value	 2,326,491,948	 1,755,032	 2,328,246,980

Adjustment from fair value to contract value for fully benefit-responsive investment contracts	9,082,709		9,082,709
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Net assets available for benefits	\$ 2,335,574,657	1,755,032	2,337,329,689
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See accompanying notes to financial statements.

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**Table of Contents****GENERAL MILLS 401(k) SAVINGS PLAN**

## Statement of Net Assets Available for Benefits

December 31, 2006

	<b>Allocated</b>	<b>Unallocated</b>	<b>Total</b>
Assets:			
Participant-directed investments:			
Interest-bearing cash and short-term investments	\$ 16,108,705		16,108,705
Master Trust Investment Accounts (MTIA)	1,687,681,118		1,687,681,118
All other investments, at fair value:			
Common stock	397,811,297		397,811,297
Unallocated insurance contracts	14,382,368		14,382,368
Participant loan fund	27,793,920		27,793,920
Directed brokerage fund	56,071,254		56,071,254
 Total participant-directed investments	 2,199,848,662		 2,199,848,662
 Nonparticipant-directed investments:			
Interest-bearing cash and short-term investments		43,434	43,434
Investments, at fair value:			
Common stock		6,206,225	6,206,225
 Total nonparticipant-directed investments		 6,249,659	 6,249,659
 Total investments	 2,199,848,662	 6,249,659	 2,206,098,321
 Receivables:			
Employer contributions		1,146,394	1,146,394
Interest and dividends	121,736	2,826	124,562
Miscellaneous	46,369		46,369
 Total assets	 2,200,016,767	 7,398,879	 2,207,415,646
 Liabilities:			
Accounts payable	2,229,037	5,670	2,234,707
Loans		1,801,000	1,801,000
 Total liabilities	 2,229,037	 1,806,670	 4,035,707
 Net assets available for benefits at fair value	 2,197,787,730	 5,592,209	 2,203,379,939



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Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(5,115,012)		(5,115,012)
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Net assets available for benefits	\$ 2,192,672,718	5,592,209	2,198,264,927
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See accompanying notes to financial statements.

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**GENERAL MILLS 401(k) SAVINGS PLAN**  
Statement of Changes in Net Assets Available for Benefits  
Year ended December 31, 2007

	<b>Allocated</b>	<b>Unallocated</b>	<b>Total</b>
Net assets available for benefits at beginning of period	\$ 2,192,672,718	5,592,209	2,198,264,927
Investment income:			
Income from MTIA	141,187,077		141,187,077
Income from all other investments:			
Dividends and interest	14,259,821	92,895	14,352,716
Net realized/unrealized appreciation in fair market value of investments	2,180,310	157,126	2,337,436
Total net investment income	157,627,208	250,021	157,877,229
Contributions:			
Employees	88,776,647		88,776,647
Employee rollovers	4,492,983		4,492,983
Employer		44,780,394	44,780,394
Total contributions	93,269,630	44,780,394	138,050,024
Forfeitures	(1,076,600)	1,076,600	
Allocation of 845,172 shares of common stock of General Mills Inc. at market	49,171,900		49,171,900
Total additions	298,992,138	46,107,015	345,099,153
Distributions and expenses:			
Interest expense		(64,911)	(64,911)
Administrative expenses	(2,593,584)	(707,381)	(3,300,965)
Distributions to participants/beneficiaries	(153,496,615)		(153,496,615)
Allocation of 845,172 shares of common stock of General Mills Inc. at market		(49,171,900)	(49,171,900)
Total deductions	(156,090,199)	(49,944,192)	(206,034,391)
Net assets available for benefits at end of period	\$ 2,335,574,657	1,755,032	2,337,329,689

See accompanying notes to financial statements.

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**GENERAL MILLS 401(k) SAVINGS PLAN**  
Statement of Changes in Net Assets Available for Benefits  
Year ended December 31, 2006

	<b>Allocated</b>	<b>Unallocated</b>	<b>Total</b>
Net assets available for benefits at beginning of period	\$ 1,974,119,375	8,384,113	1,982,503,488
Investment income:			
Income from MTIA	181,965,845		181,965,845
Income from all other investments:			
Dividends and interest	12,244,548	262,785	12,507,333
Net realized/unrealized appreciation in fair market value of investments	63,122,701	1,149,544	64,272,245
Total net investment income	257,333,094	1,412,329	258,745,423
Contributions:			
Employees	81,838,254		81,838,254
Employee rollovers	1,559,242		1,559,242
Employer		36,027,265	36,027,265
Total contributions	83,397,496	36,027,265	119,424,761
Forfeitures	(426,674)	426,674	
Allocation of 770,449 shares of common stock of General Mills, Inc. at market	39,930,696		39,930,696
Total additions	380,234,612	37,866,268	418,100,880
Distributions and expenses:			
Interest expense		(259,004)	(259,004)
Administrative expenses	(1,499,439)	(468,472)	(1,967,911)
Distributions to participants/beneficiaries	(160,181,830)		(160,181,830)
Allocation of 770,449 shares of common stock of General Mills, Inc. at market		(39,930,696)	(39,930,696)
Total deductions	(161,681,269)	(40,658,172)	(202,339,441)
Net assets available for benefits at end of period	\$ 2,192,672,718	5,592,209	2,198,264,927

See accompanying notes to financial statements.



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**GENERAL MILLS 401(k) SAVINGS PLAN**

Notes to Financial Statements

December 31, 2007 and 2006

**(1) Description of the Plan**

The following brief description of the General Mills 401(k) Savings Plan (the Plan) is provided for general information purposes only. Participants should refer to the Summary Plan Description and the plan document for more complete information.

The Plan is sponsored by General Mills, Inc. (the Company or General Mills) and administered by various committees. The Plan is a defined contribution employee benefit plan designed to offer employees of General Mills the opportunity to participate in a savings and investment program and to provide a source of additional income for retirement. The Plan allows for the withdrawal of certain vested funds during a participant's active career, subject to significant restrictions.

The Plan was amended and restated effective January 1, 2005. Under the Plan, nonhighly compensated employees of General Mills may elect to contribute up to 30% of his or her compensation and highly compensated individuals may elect to contribute up to 15% of his or her compensation (as defined by the Plan) on a before-tax basis. Certain classifications of employees are also permitted to make contributions on an after-tax basis. The total of before-tax and after-tax contributions in no event can be more than 30% of compensation for nonhighly compensated employees and 15% of compensation for highly compensated employees. Additionally, the Plan was amended on September 1, 2002 to allow eligible participants to make catch-up contributions. Company matching contributions are made by allocations of shares of General Mills common stock, which are credited to each employee's account in the employee stock ownership plan (ESOP Fund). The percentage of compensation contributed to the Plan by employees, which is eligible for company matching and the level of company matching contributions varies among employee classifications.

**(2) Summary of Significant Accounting Policies**

**(a) *Basis of Presentation***

The accompanying financial statements have been prepared under the accrual-basis method of accounting in accordance with U.S. generally accepted accounting principles.

**(b) *Adoption of New Accounting Standard***

In June 2006, the Financial Accounting Standards Board (FASB) issued Interpretation No. 48, *Accounting for Uncertainty in Income Taxes – an interpretation of FASB Statement No. 109* (FIN 48), which clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with SFAS No. 109, *Accounting for Income Taxes*. FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 was effective for fiscal years beginning after December 15, 2006. The Plan's adoption of FIN 48 on January 1, 2007 did not have a material impact on the statement of net assets available for benefits or statement of changes in net assets available for benefits.

As of December 31, 2006, the Plan adopted Financial Accounting Standards Board (FASB) Staff Position FSP AAG INV-1 and Statement of Position No. 94-4-1 (the FSP), *Reporting of Fully*



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**GENERAL MILLS 401(k) SAVINGS PLAN**

Notes to Financial Statements

December 31, 2007 and 2006

*Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans.* The FSP requires the Plan to value the holdings of investment contracts at fair value. The FSP requires the statement of net assets available for benefits present the fair value of the Plan's investments as well as the adjustment from fair value to contract value for the fully benefit-responsive investment contracts. The statement of changes in net assets available for benefits is prepared on a contract value basis for the fully benefit-responsive investment contracts.

**(c) *Use of Estimates***

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of net assets available for participants and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

**(d) *Risks and Uncertainties***

The Plan provides for investment in a variety of investment funds. Investments in general are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of the investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

**(e) *Concentration of Market Risk***

At December 31, 2007 and 2006, approximately 17% and 18%, respectively, of the Plan's net assets were invested in the common stock of General Mills. The underlying value of General Mills stock is entirely dependent upon the performance of General Mills and the market's evaluation of such performance. It is at least reasonably possible that changes in the fair value of General Mills common stock in the near term could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits and the statement of changes in net assets available for benefits.

**(f) *Investments***

The investments of the Plan in the GMI Investment Trust (the Investment Trust) are valued at fair value. Pooled funds consist of master trust investment accounts (MTIA) and funds pooled for the purpose of forming participant investment options. Fair value of the Plan's investments in the pooled funds and in common stock of the Company is based on market values of the underlying securities, as discussed in notes 4 and 5. Short-term investments are stated at cost, which approximates fair value. The MTIA includes investment contracts issued by banks or insurance companies, which are valued at fair value of the underlying assets. Fully benefit-responsive investment contracts are valued at contract value because this is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.



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**GENERAL MILLS 401(k) SAVINGS PLAN**

Notes to Financial Statements

December 31, 2007 and 2006

Security transactions are recognized on the trade date. Dividend income is recorded on the ex-dividend date. Interest income is recorded on the accrual basis. The cost of investment securities sold is determined on the weighted average basis.

The Plan accounts for certain changes in net assets as follows:

Dividends and interest, net realized and unrealized appreciation (depreciation), and administrative expenses of the investment funds are recognized by the Plan only as they are reflected in the Plan's proportionate share of net increases (decreases) in the market value of the underlying pooled funds.

Net realized appreciation (depreciation) is recognized by the Plan upon the sale of investment securities or portions thereof on the basis of average cost to each investment manager's portfolio.

**(3) Forfeitures and Vesting**

Participants who terminate their employment with the Company forfeit the nonvested portion of the Company's contributions to their accounts. However, if terminated participants are reemployed by the Company within 60 months of termination, such forfeited nonvested portion of the Company's contributions is restored to their plan accounts if the participants repay the amount previously withdrawn from their Company contribution accounts, if any, within 60 months from the date of reemployment. Forfeitures to the Plan can be used to offset future Company contributions, reinstate previously forfeited amounts to reemployed participants, and cover administrative expenses. For the period ending December 31, 2007 and 2006, \$1,076,600 and \$426,674, respectively, was forfeited by participants and used to pay plan fees related to that year or offset Company contributions.

The Company's contributions vest in accordance with the following schedule:

<b>Employee's eligibility service</b>	<b>Vested percentage</b>
1 year but less than 2 years	20%
2 years but less than 3 years	40
3 years but less than 4 years	60
4 years but less than 5 years	80
5 years or more	100

If a participant retires, dies while an active employee, becomes totally and permanently disabled, or if a participant's employment with the Company is involuntarily terminated due to any reason other than illegal activities, gross misconduct, or violation of the Company's Code of Conduct, or if the Plan is terminated by the Company, the participant will become 100% vested regardless of the length of company service.

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Notes to Financial Statements

December 31, 2007 and 2006

**(4) Investments**

Participants, at their discretion, may invest their accounts in any of the 16 investment options listed below.

U.S. Equity Funds:	International Equity Funds:	Balanced Funds:
Diversified U.S. Equity	Diversified International	Moderate Balanced
Aggressive Equity	International Developed	Aggressive Balanced
	Markets	
Growth Equity	International Emerging	Conservative Balanced
	Markets	
Value Equity		
Small and Mid Cap Equity	Fixed Income Funds:	Self-directed brokerage:
S&P 500 Enhanced Index	Fixed Income	Schwab PCRA
Company Stock	U.S. Treasury	

The Company's contributions to the Plan are invested in the ESOP Fund.

The following table presents the fair value of investments in the pooled funds and common stock that represent 5% or more of the Plan's net assets:

	<b>December 31</b>	
	<b>2007</b>	<b>2006</b>
General Mills, Inc. common stock participant directed	\$398,867,988	397,811,297
General Mills, Inc. common stock nonparticipant directed	741	6,206,225
Net appreciation (depreciation) in the fair value of the Plan's investment not held in MTIAs, including gains and losses on investments bought and sold, as well as held during the years ended December 31, 2007 and December 31, 2006 is as follows:		

	<b>December 31</b>	
	<b>2007</b>	<b>2006</b>
General Mills, Inc. common stock	\$ (3,507,643)	61,186,859
Registered investment companies	1,440,809	779,665
Directed brokerage fund	4,404,270	2,305,721
Net appreciation in fair value of investments (not including MTIA)	\$ 2,337,436	64,272,245

The fair values of the nonparticipant-directed portion of the ESOP Fund were \$43,274 and \$4,445,815 as of December 31, 2007 and 2006, respectively. Participants are able to transfer amounts in their ESOP accounts to any of the Plan's other investment funds. Therefore, only the unallocated General Mills common shares are considered to be nonparticipant-directed. Subsequent to the repayment of the ESOP loan in June 2007, the number of unallocated shares is minimal.

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Notes to Financial Statements

December 31, 2007 and 2006

Significant components of the changes in net assets relating to the nonparticipant-directed portion of the ESOP Fund for the year ended December 31, 2007 and December 31, 2006 are as follows:

	<b>December 31</b>	
	<b>2007</b>	<b>2006</b>
Changes in nonparticipant-directed funds:		
Net appreciation	\$ 157,126	1,149,544
Dividends and interest	92,895	262,785
 Total net investment income	 250,021	 1,412,329
Interest expense	(64,911)	(259,004)
Forfeitures	1,076,600	426,674
Administrative expenses	(707,381)	(468,472)
Transfers to participant-directed investments	(4,956,870)	(3,374,243)
 Net change in nonparticipant-directed funds	 \$ (4,402,541)	 (2,262,716)

**(5) Master Trust Investment Accounts (MTIA)**

The pension and savings plans of the Company are invested in the Investment Trust. Mellon Trust is the trustee and custodian of the Investment Trust. Investment managers each manage a portion of the MTIA in the Investment Trust and make investment decisions for the assets of such fund for which they are responsible within specific guidelines established by the General Mills Benefit Finance Committee.

Transactions and assets of each of the MTIA are accounted for utilizing the following accounting policies:

Fund investments are valued as follows:

Fixed-income securities and common and preferred stocks traded on national exchanges are valued by the trustee at closing prices on the valuation date.

Unlisted investments are valued at prices quoted by various national markets and publications and/or independent financial analysts.

Short-term investments are stated at cost, which approximates fair value.

Investment contracts are valued at the fair value of the underlying assets.

Positions in the stock index and bond futures contracts are marked-to-market daily and reflect gains and losses on a daily basis.

Option contracts are valued daily and unrealized appreciation or depreciation is recorded. Dividends, interest income, and administrative expenses are recorded on the accrual basis.

Purchases and sales of securities are recorded on a trade-date basis.

Deposits to and withdrawals from each fund by participating plans are made at fair value determined as of the end of the business day of the transaction.

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**GENERAL MILLS 401(k) SAVINGS PLAN**

Notes to Financial Statements

December 31, 2007 and 2006

Net assets, net investment income, and gains and losses of the MTIA are allocated to the pension and savings plans based on each plans' interest in the investment funds of the MTIA. The Plan's interest in all of the investment funds of the MTIA in the Investment Trust as of December 31 are as follows:

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Notes to Financial Statements

December 31, 2007 and 2006

Disclosures on all investment funds of the MTIA in the Investment Trust and the net investment gain (loss) for the investment funds of the MTIA in the Investment Trust for the year ended December 31, 2007 are as follows:

Fair value as of December 31, 2007								
Pooled	Pooled				Pooled	Pooled		
International	Savings		Numeric		International	International	RCM	Southe
Fund	Fixed Fund	Alliance	Investors	Mellon	Developed	Emerging	Mid	As
		Equity		Capital	Markets	Markets	&	Manag
							Small	
							Cap	
5,137,822	22,831,534	1,609,778	200,388,820		513,928	3,048,848	1,770	7
101,851,005					108,266,800			
3,912,326					4,158,771			
362,978,952		292,716,602	191,829,361		385,843,712			133,0
117,033,941				169,169,782	124,406,139			
282,456,649					300,249,149			
	606,954,639							
157,471,632					41,612,530	170,282,359		
205,916,543		2,470,815				296,335,917		
(2,394,865)					(2,545,722)			
(90,823,199)			(192,829,211)		(96,544,331)			
1,143,540,806	629,786,173	296,797,195	199,388,970	169,169,782	865,960,976	469,667,124	1,770	133,7
15.1%	98.1%	19.9%	5.0%	29.3%	5.9%	30.5%		%

**Net investment gain (loss) for the year ended December 31, 2007****Pooled****Pooled**

<b>Pooled International Fund</b>	<b>Pooled Savings Fixed Fund</b>	<b>Alliance Equity</b>	<b>Numeric Investors</b>	<b>Mellon Capital</b>	<b>International Developed Markets</b>	<b>International Emerging Markets</b>	<b>RCM Mid &amp; Small Cap</b>	<b>Southeast Asset Managem</b>
55,325,329					67,013,641			
(12,988,044)					(15,731,965)			
88,119,696		43,674,132	9,400,219		106,736,314		(19,919)	777,9
(432,541,435)	1,105,938			5,224,500	(523,922,354)			
399,076,227					483,387,115			
242,742,954					230,607,057	63,419,016		
51,200,665		(1,312,762)				62,017,579		
(215,980,625)			(6,264,834)		(261,609,798)			
(73,958)			(246,646)		(89,583)			
123,907	34,629,424	63,310	8,759,543		113,118	104,523		649,6
		2,579,010						952,5
175,004,716	35,735,362	45,003,690	11,648,282	5,224,500	86,503,545	125,541,118	(19,919)	2,380,1
15.1%	98.1%	19.9%	5.0%	29.3%	5.9%	30.5%		%
							(Continued)	2

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Notes to Financial Statements

December 31, 2007 and 2006

Disclosures on all investment funds of the MTIA in the Investment Trust and the net investment gain (loss) for the investment funds of the MTIA in the Investment Trust for the year ended December 31, 2007 are as follows:

	Southeastern	Numeric	Fair value as of December 31, 2007					
			Delaware					
	Small Cap	Small Cap	WAMCO	Investments	Sands Capital	Timesquare	Mazama	Roxbury
957		49,280,788	9,884,343	1,843,026	4,321,392	2,281,376	306,655	2,226,824
131			93,220					
			44,224,865					
			119,008,280					
			853,150					
763		49,106,083		156,140,688	172,125,129	45,260,633	45,832,259	48,456,279
	52,861,215							
		303,388	766,976				1,006,815	
121)								
		(48,962,531)						
730	52,861,215	49,727,728	174,830,834	157,983,714	176,446,521	47,542,009	47,145,729	50,683,103
22.0%	35.0%	%	32.4%	19.4%	17.9%	33.9%	33.0%	40.8%

Net investment gain (loss) for the year ended December 31, 2007									
Boston Partners	Southeastern Small Cap	Numeric Small Cap	Delaware						
			WAMCO	Investments	Sands Capital	Timesquare	Mazama	Roxbury	Earl



			1,014,384							
			(7,200,961)							
			28,150							
2,703,591				21,154,551	28,304,321	5,446,320	(3,024,526)	747,769	4,400,000	
		(3,656,677)								
5,593	3,021,111									
			(2,010)							
771,595										
		4,061,322								
2,129		(60,824)	(2,268,564)							
385,239		2,007,997	9,095,174	50,844	72,586	106,421	23,579	104,645	20,000,000	
3,797,282	388,123		21,242	1,241,858	719,935	535,499	165,047	146,763	81,000,000	
7,665,429	3,409,234	2,351,818	687,415	22,447,253	29,096,842	6,088,240	(2,835,900)	999,177	5,420,000	
22.0%	35.0%	%	32.4%	19.4%	17.9%	33.9%	33.0%	40.8%		
								(Continued)		

**Table of Contents****GENERAL MILLS 401(k) SAVINGS PLAN**

Notes to Financial Statements

December 31, 2007 and 2006

Disclosures on all investment funds of the MTIA in the Investment Trust and the net investment gain (loss) for the investment funds of the MTIA in the Investment Trust for the year ended December 31, 2006 are as follows:

<b>Fair value as of December 31, 2006</b>								
	<b>Pooled</b>					<b>Pooled</b>	<b>Pooled</b>	
	<b>Savings</b>	<b>Alliance</b>	<b>Reich</b>	<b>Numeric</b>	<b>Mellon</b>	<b>International</b>	<b>International</b>	<b>RCM</b>
	<b>Fixed Fund</b>	<b>Equity</b>	<b>&amp; Tang</b>	<b>Investors</b>	<b>Capital</b>	<b>Developed</b>	<b>Emerging</b>	<b>Mid &amp; Small Cap</b>
						<b>Markets</b>	<b>Markets</b>	
051	6,865,331	2,265,264	5,651,410	196,597,826		2,753,536	1,853,137	21,209
641						97,161,304		
			931					
						3,525,422		
583		331,662,262	97,468,831	180,411,470		313,331,387		
971	35,424,871				133,945,282	108,423,456	122,232,578	
601						249,252,537	212,953,404	
	556,968,542							
912						46,607,959		
116								
						(124,639)		
312)				(179,639,920)		(85,974,657)		
563	599,258,744	333,927,526	103,121,172	197,369,376	133,945,282	734,956,305	337,039,119	21,209
5.6%	98.1%	16.6%	%	4.8%	24.2%	6.0%	29.2%	%

**Net investment gain (loss) for the year ended December 31, 2006**

	<b>Pooled</b>					<b>Pooled</b>	<b>Pooled</b>	
						<b>International</b>	<b>International</b>	

Personal	Savings	Alliance	Reich	Numeric	Mellon	Developed	Emerging	RCM Mid & Small Cap
	Fixed Fund	Equity	& Tang	Investors	Capital	Markets	Markets	
188						10,155,895		
443						1,403,570		
247		1,308,199	29,212,122	23,971,757		83,457,551		15,883
931	1,638,446				18,383,159	23,828,518	6,621,334	
477						28,399,492		
326 528						1,120,893	35,864,500 37,078,134	
110) 556 778	31,492,756	42 105,115 2,306,240	223,906 1,588,469	(12,164,919) 17,828,961 7,772,615		(10,985,098) 3,644,154 142,844	69,837	438
564	33,131,202	3,719,596	31,024,497	37,408,414	18,383,159	141,167,819	79,633,805	16,321
5.6%	98.1%	16.6%	%	4.8%	24.2%	6.0%	29.2% (Continued)	%
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Table of Contents**GENERAL MILLS 401(k) SAVINGS PLAN**

Notes to Financial Statements

December 31, 2007 and 2006

Disclosures on all investment funds of the MTIA in the Investment Trust and the net investment gain (loss) for the investment funds of the MTIA in the Investment Trust for the year ended December 31, 2006 are as follows:

Fair value as of December 31, 2006								
SIT	Boston Partners	Southeastern Small Cap	Numeric Small Cap	WAMCO	Delaware Investments	Sands Capital	Time square Capital	Mazama
496,556	6,649,829		50,407,648	21,598,604	1,319,910	760,010	1,814,953	512,3
				4,895			475	
				29,532,915				
				109,931,112	159,884,500			
755,871	212,847,506		49,055,692			146,950,110	49,924,728	49,811,2
	164,432	64,451,981						
			159,392	1,245,324				
	(1,180,260)							
			(49,082,757)					
252,427	218,481,507	64,451,981	50,539,975	162,312,850	161,204,410	147,710,120	51,740,156	50,323,5
%	20.3%	36.5%	%	23.9%	18.0%	19.1%	26.6%	2

**Net investment gain (loss) for the year ended December 31, 2006**

SIT	Boston Partners	Southeastern Small Cap	Numeric Small Cap	WAMCO	Delaware Investments	Sands Capital	Time square Capital	Mazama
-----	-----------------	------------------------	-------------------	-------	----------------------	---------------	---------------------	--------

					34,263				
		(221,680)			347,293				
		(1,376,346)			10,855				
3	4,712,066	30,663,135				3,268,231	(8,119,822)	6,441,716	2,875,698
				7,817,129					
		30,874	15,741,119						
					104,905				
		1,057,035							
				(6,192,653)					
6		190		4,905,683	12,624,194				
0	142,408	355,623		1,820,846	7,417,797	51,009	71,510	93,354	25,344
	338,238	3,790,122	1,170,466			988,956	333,156	454,637	138,999
9	5,192,712	34,298,953	16,911,585	8,351,005	20,539,307	4,308,196	(7,715,156)	6,989,707	3,040,041
%	%	20.3%	36.5%	%	23.9%	18.0%	19.1%	26.6%	27.1%

(Continued)

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**GENERAL MILLS 401(k) SAVINGS PLAN**

Notes to Financial Statements

December 31, 2007 and 2006

***(a) Futures Transactions and Foreign Exchange Contracts***

In order to gain exposure to or attempt to protect itself from changes in the market, the Investment Trust may buy and sell stock index futures contracts. Risks of entering into futures contracts, in general, include the possibility there may be an illiquid market and that a change in the value of the contract may not correlate with changes in the value of the underlying securities. Upon entering into a futures contract, the Investment Trust is required to deposit as collateral either cash or securities in an amount (initial margin) equal to a certain percentage of the contract value. Subsequent payments (variation margin) are made or received by the Investment Trust each day. The variation margin payments are equal to the daily changes in the contract value and are recorded as gains and losses.

Certain assets managed by Mellon Transition have a variation margin payable at December 31, 2007 and 2006 totaling \$(74,700) and \$(483,025), respectively. Investments managed by Mellon Transition, which are held by brokers as collateral on contracts, totaled \$648,000 and \$6,463,600 at December 31, 2007 and 2006, respectively. The assets are adjusted to fair value and gains and losses are recorded on a daily basis.

Certain assets managed by Numeric Investors have a variation margin receivable (payable) at December 31, 2007 and 2006 totaling \$124,661 and \$1,925,598, respectively. Investments managed by Numeric Investors that are held by brokers as collateral on contracts totaled \$17,351,000 and \$13,542,860 at December 31, 2007 and 2006, respectively. The assets are adjusted to fair value and gains and losses are recorded on a daily basis.

Certain assets managed by Western Asset Management Company have a variation margin payable at December 31, 2007 and 2006 totaling \$(935,319) and \$(548,299), respectively. Investments managed by Western Asset Management Company that are held by brokers as collateral on contracts totaled \$9,400,000 and \$7,586,000 at December 31, 2007 and 2006, respectively. The assets are adjusted to fair value and gains and losses are recorded on a daily basis.

The Pooled International Developed Markets Fund contains foreign exchange contracts. The net valuation, in U.S. dollars, of the contracts totaled \$(258,062) and \$507,456 at December 31, 2007 and 2006, respectively. The position of the contracts is valued, and gains and losses are recorded, on a daily basis.

***(b) Options Transactions***

In order to produce incremental earnings, attempt to protect gains, and facilitate buying and selling of securities for investment purposes, the Investment Trust may buy and sell put and call options, write covered call options on portfolio securities, and write cash-secured puts. The risk in writing a call option is that the fund gives up the opportunity for profit if the market price of the security increases. In writing a put option, the fund may incur a loss if the market price of the security decreases and the option is exercised. In buying an option, the fund pays a premium whether or not the option is exercised. The Investment Trust also has the additional risk of not being able to enter into a closing transaction if a liquid secondary market does not exist. The Investment Trust also may write over-the-counter options where the completion of the obligations is dependent upon the credit standing of the other party.

**Table of Contents****GENERAL MILLS 401(k) SAVINGS PLAN**

Notes to Financial Statements

December 31, 2007 and 2006

Boston Partners Fund had 4,627 option contracts outstanding with market values of \$(1,644,121) and \$(1,180,260) with a cost of \$2,324,305 and \$1,088,849 on December 31, 2007 and 2006, respectively.

**(c) *Investment Contracts with Insurance Companies***

The Master Trust contains investment contracts with AIG, Bank of America, and Monumental Life. These insurance companies maintain the contributions in separate pooled accounts. The accounts are credited with earnings on the underlying investments and charged for plan withdrawals and administrative expenses charged by the insurance companies. The contracts are included in the financial statements at contract value (which represents contributions made under the contract, plus earnings, less withdrawals, and administrative expenses), because it is fully benefit responsive. For example, participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contracts at December 31, 2007 and 2006 was \$606,954,639 and \$556,968,442 respectively. The crediting interest rate is based on an agreed-upon formula with the issuer and is reset quarterly. The crediting interest rate at December 31, 2007 and 2006 was 5.85% and 6.14%, respectively. The average yield at December 31, 2007 and 2006 was 6.43% and 6.01%, respectively.

**(6) Company Stock Fund**

The Company Stock Fund consists of common stock of General Mills and cash for dividends and fractional shares. At December 31, 2007 and 2006, the market value of the shares held was \$102,737,761 and \$106,368,818, respectively and the number of shares held was 1,802,417 and 1,846,681, respectively. At December 31, 2007 and 2006, the value of the cash held was \$2,004,318 and \$274,957, respectively. Participants should refer to the consolidated financial statements of General Mills and subsidiaries included in the Company's Annual Report to Stockholders, which is distributed to all participants in the Plan.

**(7) ESOP Fund**

The ESOP Fund consists of common stock of General Mills and cash for dividends and fractional shares. All amounts credited to participants' ESOP accounts will be invested in the ESOP Fund. Participants may then elect to transfer balances from the ESOP Fund to any of the Plan's other investment funds (note 4). However, no amounts may be transferred from any of the other investment funds into the ESOP Fund.

The ESOP Fund is presented in the following table:

	<b>December 31, 2007</b>		<b>December 31, 2006</b>	
	<b>Allocated</b>	<b>Unallocated</b>	<b>Allocated</b>	<b>Unallocated</b>
General Mills common shares:				
Number of shares	5,195,267	13	5,059,765	107,753
Cost	\$ 148,598,668	750	122,795,399	1,335,898
Market	296,130,227	741	291,442,479	6,206,225
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**GENERAL MILLS 401(k) SAVINGS PLAN**

Notes to Financial Statements

December 31, 2007 and 2006

In June 1989, the Plan borrowed \$92.4 million in a private loan transaction and purchased shares of the Company's common stock. The 8.24% loan provided for quarterly payments through June 30, 2007 and was guaranteed by the Company. The loan was repaid using Company contributions and dividends paid on Company stock owned by the Investment Trust.

**(8) Tax Status**

The Plan obtained its latest determination letter on March 28, 2003 in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (the Code). The Plan has been amended since receiving the determination letter. However, the plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, they believe that the Plan was qualified and the related trust was tax exempt as of the financial statement date.

**(9) Parties in Interest**

Mellon Trust is a party in interest under the Pension Reform Act with respect to the Plan. Investments held by Mellon Trust are exempt from being considered as prohibited transactions under the Employee Retirement Income Security Act of 1974 (ERISA) Section 408(b).

Hewitt Associates is a party in interest with respect to the Plan and is the Record-keeper of the Plan, and Charles Schwab acts as the Broker for the self-directed brokerage account (Schwab Personal Choice Retirement Account). On April 1, 2006, Hewitt Associates and Charles Schwab replaced Fidelity Investments, which served as both Record-keeper and Broker prior to that date. In the opinion of the Plan's management, transactions between the Plan and the Record-keeper are exempt from being considered as prohibited transactions under ERISA Section 408(b).

The Company is a party in interest with respect to the Plan. The Company is the administrator of the Plan and the ESOP Fund. The Plan invests in common stock of the Company. In addition, the Plan reimburses the Company for services provided, such as wages and travel expenses, associated with the Plan. The cost of services provided for the year ended December 31, 2007 and 2006 was \$213,141 and \$355,847, respectively. The Company believes these activities are exempt when considering prohibited transactions under ERISA Section 408(b).



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**GENERAL MILLS 401(k) SAVINGS PLAN**

Notes to Financial Statements

December 31, 2007 and 2006

**(10) Reconciliation of Financial Statements to Form 5500**

	<b>December 31</b>	
	<b>2007</b>	<b>2006</b>
Net assets available for benefits as presented in these financial statements	\$ 2,337,329,689	2,198,264,927
Adjustments from contract value to fair value for fully benefit-responsive investment contracts	(9,082,709)	5,115,012
Net assets available for benefits per the Form 5500	\$ 2,328,246,980	2,203,379,939

	<b>December 31</b>	
	<b>2007</b>	<b>2006</b>
Net increase in net assets available for benefits per the financial statements	139,064,762	215,761,439
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	(14,197,721)	5,115,012
Net increase in net assets available for benefits per the Form 5500	124,867,041	220,876,451

**Table of Contents****Schedule I****GENERAL MILLS 401(k) SAVINGS PLAN**

Schedule H, Line 4i Schedule of Assets (Held at End of Year)

December 31, 2007

<b>Issuer</b>	<b>Face amount or number of units</b>	<b>Cost</b>	<b>Current value</b>
Common stock:			
General Mills, Inc.*:			
Participant-directed	6,997,684	\$ 227,825,074	398,867,988
Nonparticipant-directed	13	750	741
Unallocated insurance contracts:			
Monumental Life Insurance	15,030,054		15,030,054
Short-term investment fund:			
TBC, Inc. Pooled Employee Funds			
Daily Liquidity Fund*	24,394,954		24,394,954
Participant loan fund* (interest rates ranging from 6.25% to 8.0%)	30,860,655		30,860,655
Directed brokerage fund**			66,656,401
Registered investment companies	33,711		5,066,763
Master Trust Investment Accounts (MTIA)	1,788,092,611		1,788,092,611
Total investments			\$ 2,328,970,167

\* Party in interest.

\*\* Participant-directed  
investment.

See accompanying report of independent registered public accounting firm.

**Table of Contents****Schedule II****GENERAL MILLS 401(k) SAVINGS PLAN**

Schedule H, Line 4j Schedule of Reportable Transactions

Year ended December 31, 2007

5% series of transactions by security issue (iii):

<b>Issuer/description</b>	<b>Purchase price</b>	<b>Selling price</b>	<b>Cost of asset</b>	<b>Current value</b>	<b>Net gain (loss)</b>
Short-term investment fund: TBC, Inc. Pooled Employee Funds - Daily Liquidity Fund	\$67,006,451		67,006,451	67,006,451	
TBC, Inc. Pooled Employee Funds - Daily Liquidity Fund		65,973,953	65,973,953		
See accompanying report of independent registered public accounting firm.					

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the General Mills, Inc. Benefit Finance Committee has duly caused this Annual Report to be signed on its behalf by the undersigned hereunto duly authorized.

GENERAL MILLS 401(k) SAVINGS PLAN

By /s/ Daralyn K. Peifer  
Daralyn K. Peifer, Executive Secretary of  
the  
General Mills, Inc. Benefit Finance  
Committee

Date: July 28, 2008

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EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
23	Consent of KPMG LLP.