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STEPHEN W. SANGER
Chairman Of The Board • Chief Executive Officer

GENERAL MILLS

December 19, 2003

Mr. Jonathan G. Katz
Secretary
Securities and Exchange Commission
450 Fifth Street N.W.
Washington DC, 20549-0609

Re: Proposed Rules Regarding Nominations and
Elections of Directors by Shareholders
File No. S7-19-03

Dear Mr. Katz:

As Chairman and Chief Executive Officer of General Mills, I am responding to the Securities and Exchange Commission's proposed rules concerning direct access by shareholders to the proxy statement to nominate and elect directors. We appreciate this opportunity to share our views on the SEC's proposed rules.

The actions of Congress, the SEC and the New York Stock Exchange to strengthen public company disclosure and renew investor confidence in public companies in light of the notable and well-documented failures of a handful of companies have been important and appropriate. We support and applaud the changes that have been implemented to date.

General Mills is a leading producer of packaged consumer foods with revenues exceeding $10.5 billion worldwide. We trace our roots to 1866, and we have operated as General Mills since 1928. We are proud to have paid dividends without interruption or reduction for 105 years.

Over the life of our company, under the leadership of our Board of Directors, our corporate governance practices have continued to evolve. Our governance practices provide an important framework within which the Board and management can pursue the company's strategic objectives, foster a strong values-based culture and drive long-term shareholder value creation. For many years, General Mills has had a fully independent nominating committee. This committee, which we call the Corporate Governance Committee, performs one of the most important functions for the company's Board of Directors, that is, the initial and critical selection and nomination of a diverse group of highly qualified individuals to stand for election to our Board of Directors.

**Role of the Board and Nominating Committee and the Proxy Process**

Our Corporate Governance Committee has established and follows a process that includes:

- Development of selection criteria
- Retention of one or more independent director search firms to assist in identification of diverse director candidates
- Review of potential candidates against the selection criteria
- Examination of each candidate's strengths, and breadth and depth of experience and skills
- Review of any potential director conflicts of interest
- Affirmation of a director's independence to meet legal and regulatory requirements and best practices; and
- Reinforcing each board member's accountability to all shareholders.

The Committee then recommends candidates to the full Board of Directors for nomination of members who will serve the best interests of all shareholders. We describe these steps in the company's corporate governance guidelines found in our proxy statement. Following full Board approval, candidates are included in the company's proxy statement for election by all shareholders. All members of the Board stand for election by the shareholders every year. General Mills shares a common goal with shareholders and investors: to elect qualified directors to the company's Board who will serve the best interests of all shareholders.

**Current New York Stock Exchange Listing Rules and Sarbanes-Oxley Act of 2002 Regulations**

Following recent SEC approval of revised New York Stock Exchange listing rules and the Sarbanes-Oxley Act legislation this past year, companies have been implementing new governance practices to comply with the regulatory requirements and strengthen corporate governance programs. These new rules acknowledge and reinforce the critical function of a company's nominating committee to lead a thoughtful, clearly defined process to select qualified Board members. As a result, the new rules now provide a good, solid foundation and a future road map for meaningful long-term improvements in company governance practices.

We applaud the SEC for recently proposing additional rules designed to enhance company disclosures in SEC filings relating to nominating committee functions (including identifying the process companies use to select, nominate and elect directors), and communications between shareholders and directors. General Mills regularly discloses in its proxy statement the role of its Corporate Governance Committee, including the Committee's charter and key responsibilities and Board-developed director qualifications, so that shareholders can understand and evaluate the criteria the Board uses to nominate members for the company's Board of Directors.

**Function of Company By-laws and Current Proxy Rules**

The General Mills by-laws, which are publicly available, provide guidelines for a shareholder to suggest and present director nominations. We believe that the by-laws of many public companies, like the by-laws of General Mills, contain similar guidelines affording shareholders input into the process for selecting director candidates.

**Potential for Significant Unintended Consequences and Company Disruption**

In light of the recent rule changes – and the avenues of access that are already available to shareholders – we recommend careful consideration by the SEC of increasing the burden on companies, directors and shareholders at a time when companies are in the midst of implementing significant new governance practices and enhancing company disclosures. We believe that more time is needed to evaluate the impact of these suggested reforms on companies and their effectiveness in improving corporate governance.

We believe that the majority of public companies, like General Mills, have good governance practices in place that afford shareholders an opportunity to provide input in the director nomination process. The newly enacted Sarbanes-Oxley Act and final New York Stock Exchange listing standards already provide a solid framework for strengthening companies' governance practices. Before any further regulatory changes are enacted, we urge a review of the impact of the new rules that are already in place.

We also believe there are significant risks associated with the SEC adopting the proposed rules, including likely unintended consequences, such as:

- Election of special-interest directors who do not represent the interests of all shareholders,
- An increase in proxy contests with the related corporate disruption and expense, and
- The loss of qualified director candidates who do not want to participate in contested elections.

Finally, we would ask the SEC to consider whether the proposed rules are necessary for companies who are and have been responsive to shareholder concerns. The real issue is how do companies enhance direct communications between directors and shareholders, providing shareholders an equal and appropriate opportunity for their concerns to be heard and addressed. Many companies already recognize that this is a significant issue and have put in place processes to respond to shareholder concerns on a regular basis.

Respectfully, we would urge the SEC to delay action on the proposed shareholder access rules until their need and impact can be fully evaluated, particularly in light of the recent corporate governance reforms. This will provide a broader understanding of the unintended consequences the proposed rules may have on the majority of public companies that have worked diligently to build and sustain effective governance practices to communicate with their shareholders and investors.

Thank you for your consideration of our views on this important matter.

Sincerely,

Steve Sanger

SWS/kmc