

**General Mills**  
World Headquarters - Main Offices  
Number One General Mills Blvd.  
Minneapolis, MN 55426

**Trevor V. Gunderson**  
Senior Counsel  
Law Department  
Telephone: (763) 764-5324  
Facsimile: (763) 764-5011

August 14, 2002

**VIA FACSIMILE (202-824-5090) AND FEDERAL EXPRESS**

Jonathan G. Katz, Secretary  
Securities and Exchange Commission  
450 Fifth Street S. W.  
Washington, D. C. 20549

**Re: General Mills, Inc. – Statements Under Oath of Principal Executive Officer and Principal Financial Officer**

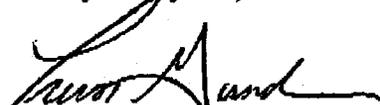
Dear Secretary Katz:

Enclosed on behalf of the Principal Executive Officer and Principal Financial Officer of General Mills, Inc. (the "Company") pursuant to Order No. 4-460 of the Securities and Exchange Commission (June 27, 2002), please find the following documents:

1. Statement Under Oath of Principal Executive Officer Regarding Facts and Circumstances Relating to Exchange Act Filings, executed by Stephen W. Sanger, the Company's Chairman and Chief Executive Officer; and
2. Statement Under Oath of Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings, executed by James A. Lawrence, the Company's Chief Financial Officer.

Please file stamp the enclosed copy of this letter and the enclosed copy of each Statement and return them in the enclosed Federal Express envelope.

Very truly yours,

  
Trevor V. Gunderson

Enclosures

RECEIVED  
OFFICE OF THE SECRETARY

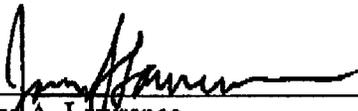
AUG 14 2002

1262

**STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER REGARDING FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS**

I, James A. Lawrence, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of General Mills, Inc. and, except as corrected or supplemented in a subsequent covered report:
  - no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
  - no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with the Company's audit committee.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
  - Annual Report on Form 10-K for fiscal year ended May 26, 2002 of General Mills, Inc.;
  - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of General Mills, Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
  - any amendments to any of the foregoing.

  
 \_\_\_\_\_  
 James A. Lawrence  
 Executive Vice President  
 Chief Financial Officer  
 General Mills, Inc.  
 August 14, 2002

Subscribed and sworn to before me this 14<sup>th</sup> day of August, 2002.

  
 \_\_\_\_\_  
 Notary Public

My Commission Expires:  
January 31, 2005

RECEIVED  
OFFICE OF THE SECRETARY

AUG 14 2002