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GENERAL MILLS

August 19, 2010

Mary L. Schapiro, Chairman  
Luis A. Aguilar  
Kathleen L. Casey  
Troy A. Paredes  
Elisse B. Walter  
U.S. Securities and Exchange Commission  
100 F Street, NE  
Washington, D.C. 20549-1090

**Re: Facilitating Director Nominations by Shareholders**

Chairman Schapiro and  
Commissioners Aguilar, Casey, Paredes and Walter:

I am writing to encourage the Commission to adopt a 5% ownership threshold and a two-year holding period as part of any final rule changes to allow shareholder access to company proxy statements.

We recognize the importance of ensuring that shareholders have a meaningful right to nominate and elect directors, and we thank the Commission for its thoughtful consideration of the role that the federal proxy rules play in protecting those rights. However, we remain concerned that requiring proxy access is not an appropriate or necessary response to recent economic events. Rather than addressing issues of board accountability, proxy access may actually undermine board effectiveness and promote a focus on short-term objectives. If the Commission nevertheless adopts a proxy access rule, we would encourage the Commission to establish ownership thresholds that ensure the proper balance between facilitating director nominations and protecting the interests of all shareholders.

We are very concerned that nominating shareholders and their director nominees will pressure companies and boards to focus on short-term strategies at the expense of the long-term interests of the company and its shareholders. The prospect of frequent election contests may result in greater emphasis on short-term stock price rather than the creation of stable, long-term value. Shareholder-nominated directors may also come to the boardroom with specific agendas and special interests that demand the board's attention and distract it from addressing more important issues. The presence of even a single director committed to the advancement of narrow agenda or single issue could be very disruptive and damaging to the overall effectiveness of the board.

Furthermore, soliciting proxies in support of board nominated candidates in a proxy contest will require significant time and attention on the part of management and the board and require

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companies to incur substantial expense. We believe that the Commission has underestimated the costs necessary for companies to implement a proxy access regime and the potential for proxy contests to distract management and the board from the more important role of creating long-term shareholder value. Moreover, proxy contests will discourage qualified individuals from serving as corporate directors, as they will want to avoid contentious, high-profile campaigns.

In view of the significant impact that proxy access will have on director elections and the board's focus on the long-term interests of all investors, access to company proxy materials should be available only to significant, long-term shareholders. To strike an appropriate balance, we urge the Commission to establish an **ownership threshold of 5%** and require a **holding period of two years**. Setting the ownership threshold as low as 3% creates a risk that special interest groups will aggregate their shares to pursue narrow agendas. It is not unusual for large issuers to have highly concentrated stock ownership, nor is it unusually difficult for larger investors to acquire and hold positions well in excess of our recommended 5% ownership threshold. In the case of General Mills, at least one shareholder has satisfied the 5% ownership level in each of the past seven years. Currently, more than a dozen of our shareholders own more than 1% of our stock. At General Mills, a 5% ownership threshold would provide greater assurance that at least one large, mainstream investor is part of any shareholder group seeking to nominate a director.

Thank you for taking the time to consider our views on this important issue.

Sincerely,

A handwritten signature in dark ink, reading "Kendrick J. Powell". The signature is written in a cursive style with a clear, legible font.