

DARDEN RESTAURANTS INC
 Form 4/A
 October 09, 2007

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LEE EUGENE I JR

2. Issuer Name and Ticker or Trading Symbol
DARDEN RESTAURANTS INC [DRI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5900 LAKE ELLENOR DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/01/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President, Specialty Rest Grp

ORLANDO, FL 32809
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
10/03/2007

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	10/01/2007		A ⁽¹⁾	7,511 A \$ 0 7,511		D	
Common Stock	10/01/2007		A ⁽¹⁾	4,957 A \$ 0 12,468		D	
Common Stock	10/01/2007		A ⁽¹⁾	4,898 A \$ 0 17,366		D	
Common Stock	10/01/2007		A	12,362 A \$ 0 29,728		D	
Common Stock	10/01/2007		A	15,493 A \$ 0 45,221		D	

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Common Stock	10/01/2007	A ⁽²⁾	13,120	A	\$ 0	58,341	D
Common Stock	10/01/2007	F	7,374	D	\$ 43	50,967	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying Security (Instr. 3 and 4)
						Date Exercisable	Expiration Date	
Incentive Stock Option	\$ 16.77	10/01/2007		A ⁽³⁾	29,815	10/01/2007	12/31/2010	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 16.77	10/01/2007		A ⁽³⁾	147,618	10/01/2007	12/31/2010	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 19.6	10/01/2007		A ⁽³⁾	29,941	10/01/2007	07/01/2012	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 24.4	10/01/2007		A ⁽³⁾	24,951	10/01/2007	06/30/2013	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 30.6	10/01/2007		A ⁽³⁾	22,644	10/01/2007	02/10/2014	Common Stock
Incentive Stock Option	\$ 30.6	10/01/2007		A ⁽³⁾	3,305	10/01/2007	02/10/2014	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 30.22	10/01/2007		A ⁽³⁾	35,486	10/01/2007	07/20/2014	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 35.76	10/01/2007		A ⁽³⁾	42,676	10/01/2007	02/08/2015	Common Stock

Non-Qualified Stock Option (Right to Buy)	\$ 35.51	10/01/2007	A ⁽³⁾	38,845	10/01/2007	02/08/2016	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 35.51	10/01/2007	A ⁽³⁾	34,185	10/01/2007	02/08/2016	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 35.94	10/01/2007	A ⁽³⁾	32,115	10/01/2007	02/13/2017	Common Stock
Restricted Stock Units	\$ 0 ⁽⁶⁾	10/01/2007	A ⁽⁵⁾	6,588	⁽⁶⁾	⁽⁶⁾	Common Stock
Non-Qualified Stock Option (Right-to-Buy)	\$ 43	10/01/2007	A	129,055	⁽⁴⁾	10/01/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEE EUGENE I JR 5900 LAKE ELLENOR DRIVE ORLANDO, FL 32809			President, Specialty Rest Grp	

Signatures

By: Douglas E. Wentz , Attorney-in-Fact for Eugene I. Lee, Jr. 10/09/2007

^{**}Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Pursuant to the merger of RARE Hospitality International, Inc. ("RARE") into a wholly-owned subsidiary of Darden Restaurants, Inc. ("Darden") on October 1, 2007 (the "Merger"), 100% of the shares of restricted stock granted to the reporting person under the RARE Hospitality International, Inc. Amended and Restated 2002 Long-Term Incentive Plan relating to the common stock of RARE vested, and pursuant to the Merger, such shares were converted into shares of Darden common stock that were issued to the reporting person.
- (2) Pursuant to the Merger, two-thirds of the performance-based restricted stock units were automatically converted into Darden shares of restricted stock relating to the number of shares Darden common stock indicated.
- (3) Pursuant to the Merger, an option granted to the reporting person to purchase shares of RARE common stock under the RARE Hospitality International, Inc. 1997 Long-Term Incentive Plan or the RARE Hospitality International, Inc. Amended and Restated 2002 Long-Term Incentive Plan vested in its entirety, and pursuant to the Merger, such option was converted into an option to purchase the number of shares of Darden common stock indicated.
- (4) Option vests in equal installments on October 1, 2010 and on October 1, 2011.
- (5) Pursuant to Merger, one-third of the performance-based restricted stock units were automatically converted into Darden restricted stock units relating to the number of shares of Darden common stock indicated.
- (6) All Darden restricted stock units settle in shares of Darden common stock on a one-for-one on January 2, 2008.

Remarks:

This filing is amended to (i) include footnotes which were inadvertently omitted from the original filing, (ii) add the 12th row

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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