

Edgar Filing: DARDEN RESTAURANTS INC - Form 4

DARDEN RESTAURANTS INC

Form 4

March 08, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations
may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

DONALD	ODIE	C
(Last)	(First)	(Middle)
5900 LAKE ELLENOR DRIVE		
P.O. BOX 593330		
	(Street)	
ORLANDO	FL	32859-3330
(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol

DARDEN RESTAURANTS, INC. (DRI)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

02/2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer
(Check all applicable)

<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
<input type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)

7. Individual or Joint/Group Filing (Check applicable line)

<input checked="" type="checkbox"/> Form filed by one Reporting Person
<input type="checkbox"/> Form filed by more than one Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
		Code	V	Amount	(A) or (D)	Price
Common Stock						

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Response)

(Over)

FORM 4 (continued)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action 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 Amount of Underlying Securities (Instr. 3 and 4)
				(A)	(D)	Exer- cisable Date	Expira- tion Date	
						1	1	Common

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Phanton Stock Units 1-for-1 02/22/02 A V 38.0846 Stock 38.0846

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Explanation of Responses:

1 The Reporting Person elected to defer a portion of the quarterly Director's compensation under the Darden Restaurants, Inc. Compensation Plan for Non Employee Directors, to be matched by equivalent value in Darden Restaurants, Inc. common stock upon the Reporting Person's termination of board service.

/s/ Douglas E. Wentz

03/07/02

**Signature of Reporting Person

Date

By: DOUGLAS E. WENTZ, Attorney-in-fact

DONALD, ODIE C
5900 LAKE ELLENOR DRIVE
P.O. BOX 593330
ORLANDO, FL 32859-3330
DARDEN RESTAURANTS, INC. (DRI)
02/2002

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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