

Edgar Filing: DARDEN RESTAURANTS INC - Form 4

DARDEN RESTAURANTS INC
Form 4
May 10, 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*

Helsel	Stephen	E.
-----	-----	-----
(Last)	(First)	(Middle)
5900 LAKE ELLENOR DRIVE		

(Street)		
ORLANDO	FL	32859-3330
-----	-----	-----
(City)	(State)	(Zip)
DARDEN RESTAURANTS, INC. (DRI)		

2. Issuer Name and Ticker or Trading Symbol

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

4. Statement for Month/Year

4/2002

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

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

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

SENIOR VICE PRESIDENT

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

Form filed by one Reporting Person
 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)		Price
		Code	V	Amount	(A) or (D)	
Common Stock	04/22/02	M		3,724	A	\$11.3081
Common Stock	04/22/02	M		1,676	A	\$12.4926
Common Stock	04/22/02	S		3,724	D	\$39.30
Common Stock	04/22/02	S		863	D	\$39.32

* 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)

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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) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Stock Option (right to buy)	\$11.3081	04/22/02	M	3,724	06/22/96 07/22/02	Common Stock 3,724
Stock Option (right to buy)	\$12.4926	04/22/02	M	1,676	09/21/96 10/21/02	Common Stock 1,676

Explanation of Responses:

1 The prices and amounts of securities reported in this Form 4 for transactions occurring during April 2002 have not been adjusted to reflect Darden's 3-for-2 stock split in the form of a 50% share dividend that was payable on May 1, 2002. Prices and amounts of securities will be adjusted to reflect the 3-for-2 split in the next Form 4 or Form 5 to be filed for the reporting person covering transactions occurring on or after May 1, 2002.

/s/ Douglas E. Wentz

5/10/02

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**Signature of Reporting Person

Date

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

STEPHEN HELSEL
5900 LAKE ELLENOR DRIVE
P.O. BOX 593330
ORLANDO, FLORIDA 32859-3330
DARDEN RESTAURANTS, INC. (DRI)
4/2002

** 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.

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