

Edgar Filing: DARDEN RESTAURANTS INC - Form 4

DARDEN RESTAURANTS INC

Form 4

November 26, 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

11/22/2002

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

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

Director 10% Owner
 Officer (give title below) Other (specify below)

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)	
		Code	V	Amount	Price (A) or (D)

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	

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Phantom							Common
Stock Units	1-for-1	11/22/02 A	V	82	(2)	(2)	Stock 82

Explanation of Responses:

Note 1: Represents amount of securities beneficially owned as of 11/22/02.

Note 2: 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 paid out in Darden Restaurants, Inc. common stock upon the Reporting Person's termination of board service.

Note 3: Includes Phantom Stock Units acquired pursuant to a dividend equivalent reinvestment feature of the Darden Restaurants, Inc. Compensation Plan for Non-Employee Directors.

/s/ Douglas E. Wentz

11/26/02

 **Signature of Reporting Person

 Date

By: DOUGLAS E. WENTZ, Attorney-in-fact
 for DONALD, ODIE C.
 5900 LAKE ELLENOR DRIVE
 P.O. BOX 593330
 ORLANDO, FL 32859-3330
 DARDEN RESTAURANTS, INC. (DRI)

** 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.