

Edgar Filing: DARDEN RESTAURANTS INC - Form 4

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) |
| 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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|--------------------------------|---------|----------|---|---|-------|----------|----------|-----------------|-------|
| Stock Option (Right to Buy) | \$24.16 | 09/19/02 | A | V | 3,000 | 09/19/03 | 09/19/12 | Common Stock | 3,000 |
| Phantom Stock Units | 1-for-1 | 09/19/02 | A | V | 4,139 | (2) | (2) | Common Stock | 4,139 |

Explanation of Responses:

Note 1: Represents amount of securities beneficially owned as of 9/19/02.

Note 1: The Reporting Person elected to defer a portion of the annual Director's grant 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 2: 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

9/23/02

**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)
09/19/2002

** 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.